

ACTIVISION INC /NY

Form 4

February 11, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEELE RICHARD A

(Last) (First) (Middle)

**C/O CENTRESOFT LTD., UNITS 4
& 5, HOLFORD WAY**

(Street)

**HOLFORD, BIRMINGHAM, X0 B6
7AX**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACTIVISION INC /NY [ATVI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec VP, Distribution

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.000001 per share	02/09/2005		M	67,500	A \$ 6.1852	282,611	D
Common Stock, par value \$.000001 per share	02/09/2005		M	33,750	A \$ 3.1289	316,361	D
	02/09/2005		M	20,630	A	336,991	D

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Common
Stock, par
value
\$.000001
per share

Common
Stock, par
value 02/09/2005 S 121,880 D \$ 23.06 215,111 D
\$.000001
per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 6.1852	02/09/2005		M	67,500	<u>(1)</u> 04/04/2011	Common Stock 67,500
Employee Stock Options	\$ 3.1289	02/09/2005		M	33,750	<u>(2)</u> 04/30/2009	Common Stock 33,750
Employee Stock Options	\$ 6.0089	02/09/2005		M	20,630	<u>(3)</u> 04/11/2013	Common Stock 20,630

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEELE RICHARD A
C/O CENTRESOFT LTD.

Exec VP, Distribution

UNITS 4 & 5, HOLFORD WAY
HOLFORD, BIRMINGHAM, X0 B6 7AX

Signatures

/s/ George L. Rose (as
Attorney-In-Fact)

02/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vested in four equal installments of 5,000 shares on each of 10/1/01, 4/1/02, 10/1/02 and 4/1/03.
- (2) The options vested in three equal annual installments commencing on April 30, 2000.
- (3) Half of the options vest in three equal annual installments beginning on 4/1/04, the remainder will vest on 4/1/09; however, the remainder may vest on an accelerated basis if certain earnings and other financial goals are met.

Remarks:

George Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Mr. Steele.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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