

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSE GEORGE L

(Last) (First) (Middle)

**C/O BRYAN COVE LLP, 1290
AVENUE OF THE AMERICAS**

(Street)

NEW YORK, NY 10104-3300

(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
☒ Officer (give title below) ____ Other (specify below)

Sr. Vice Pres & Gen. Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	20,500	A \$ 8	20,500	D
Common Stock, par value \$.000001 per share	02/09/2005		M	12,378	A \$ 6.0089	32,878	D
Common Stock, par	02/09/2005		M	40,500	A \$ 6.1852	73,378	D

value
\$.000001
per share

Common
Stock, par

value 02/09/2005 S 73,378 D \$ 23.06 0 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	\$ 8	02/09/2005		M		20,500		<u>(1)</u>	11/20/2002	Common Stock	20,500
Employee Stock Option	\$ 6.0089	02/09/2005		M		12,378		<u>(2)</u>	04/11/2013	Common Stock	12,378
Employee Stock Options	\$ 6.1852	02/09/2005		M		40,500		<u>(3)</u>	04/04/2011	Common Stock	40,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSE GEORGE L C/O BRYAN COVE LLP 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104-3300	Sr. Vice Pres & Gen. Counsel

Signatures

/s/ George L.
Rose

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) 45,000 of the options have vested. The balance will vest in two equal annual installments on 11/20/05 and 11/20/06.
- (2) One half of the option vests in three equal annual installments beginning on April 1, 2004. The second half of the option will vest on April 1, 2009, however, the second half of the option may vest on an accelerated basis if certain earning and other financial goals are met.
- (3) The options vested in four equal installments on each of 10/1/00, 4/1/01, 10/1/01 and 4/1/02.

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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