

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 September 20, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ICAHN CARL C

2. Issuer Name and Ticker or Trading Symbol
 TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/16/2010

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

C/O ICAHN ASSOCIATES CORP., 767 FIFTH AVE., SUITE 4700

(Street)

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

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

NEW YORK, NY 10153

(City) (State) (Zip)

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share ("Shares") | 09/16/2010 | | P | A | 47,400 | \$ 9.67 | 12,259,526 I | please see all footnotes (1) (2) (3) (4) (5) (6) |
| Shares | 09/17/2010 | | P | A | 2,100 | \$ 9.76 | 12,261,626 I | please see all footnotes (1) (2) (3) (4) (5) (6) |

HIGH RIVER LIMITED PARTNERSHIP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

Hopper Investments LLC
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN CAPITAL LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN OFFSHORE LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN ONSHORE LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN ENTERPRISES G.P. INC.
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN ENTERPRISES HOLDINGS L.P.
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

Signatures

ICAHN CARL C 09/20/2010

 **Signature of Reporting Person Date

BARBERRY CORP. 09/20/2010

 **Signature of Reporting Person Date

BECKTON CORP 09/20/2010

 **Signature of Reporting Person Date

ICAHN ENTERPRISES G.P. INC. 09/20/2010

 **Signature of Reporting Person Date

ICAHN ENTERPRISES HOLDINGS L.P. 09/20/2010

 **Signature of Reporting Person Date

ICAHN OFFSHORE LP 09/20/2010

 **Signature of Reporting Person Date

| | |
|---------------------------------|------------|
| ICAHN ONSHORE LP | 09/20/2010 |
| **Signature of Reporting Person | Date |
| ICAHN CAPITAL LP | 09/20/2010 |
| **Signature of Reporting Person | Date |
| HIGH RIVER LIMITED PARTNERSHIP | 09/20/2010 |
| **Signature of Reporting Person | Date |
| HOPPER INVESTMENTS LLC | 09/20/2010 |
| **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) High River Limited Partnership ("High River") directly beneficially owns 2,456,464 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 3,646,560 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 4,137,273 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,457,762 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 584,267 Shares.

(2) Barberrry Corp. ("Barberrry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberrry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberrry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberrry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) Please reference the Form 4 filing dated September 20, 2010, filed separately by certain other related Reporting Persons.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.