

ACTIVISION INC /NY
Form 4
June 03, 2005

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 *
VRABECK KATHY P

(Last) (First) (Middle)

C/O ACTIVISION, INC., 3100
OCEAN PARK BOULEVARD

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2005

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)

President-Activision Publish'g

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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.000001 per share	06/01/2005		M		35,000	A	\$ 7.445 46,386
Common Stock, par value \$.000001 per share	06/01/2005		M		60,000	A	\$ 7.445 106,386
Common Stock, par value \$.000001 per share	06/01/2005		M		15,000	A	\$ 7.445 121,386

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value \$.000001 per share Common Stock, par value	06/01/2005	M	75,000	A	\$ 7.2734	196,386	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	27,500	A	\$ 4.8434	223,886	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	24,998	A	\$ 4.8434	248,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	30,000	A	\$ 4.8434	278,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	5,000	D	\$ 15.77	273,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	5,000	D	\$ 15.76	268,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	257,498	D	\$ 15.75	11,386	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	105,000	A	\$ 9.2033	116,386	D <u>(1)</u>
Common Stock, par value	06/01/2005	S	60,000	D	\$ 15.92	56,386	D <u>(1)</u>

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\$.000001 per share Common Stock, par value	06/01/2005	S	10,000	D	\$ 15.89	46,386	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	35,000	D	\$ 15.85	11,386 <u>(2)</u>	D <u>(1)</u>

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)	8. F. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(3)</u> 11/06/2013	Common Stock	35,000	
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(4)</u> 11/06/2013	Common Stock	60,000	
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(5)</u> 11/06/2013	Common Stock	15,000	
Employee Stock Options	\$ 7.2734	06/01/2005		M	0	<u>(6)</u> 10/12/2012	Common Stock	75,000	
	\$ 4.8434	06/01/2005		M	0	<u>(7)</u> 03/20/2013		27,500	

Employee Stock Options							Common Stock	
Employee Stock Options	\$ 4.8434	06/01/2005	M	0	(8)	03/20/2013	Common Stock	24,998
Employee Stock Options	\$ 4.8434	06/01/2005	M	0	(9)	03/20/2013	Common Stock	30,000
Employee Stock Options	\$ 9.2033	06/01/2005	M	0	(10)	04/08/2012	Common Stock	105,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VRABECK KATHY P C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405			President-Activision Publish'g	

Signatures

/s/ George L. Rose
(Attorney-In-Fact) 06/03/2005

__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 Filer also indirectly owns 9,000 shares of Common Stock by virtue of reporting person's spouse's ownership of 9,000 shares of Company Common Stock.
- (2) All 11,386 shares owned by the Filer were purchased through the Company's employee stock purchase plan.
- (3) The option will vest on November 6, 2008. However, one half of the option may vest on an accelerated basis if certain earnings and other financial goals are met.
- (4) The options vest in five equal annual installments beginning on November 1, 2004.
- (5) The option will vest on November 6, 2008. However, one half of the option may vest on an accelerated basis if certain earnings and other financial goals are met.
- (6) The options vest in four equal installments beginning on 4/1/04, however, the fourth installment may vest on an accelerated basis if certain earnings and other financial goals are met.
- (7) The original option grant provided one half of the such options would vest in three equal annual installments beginning on 4/1/04. The second half of the option will vest on April 1, 2009, and that the second half of the option would vest on an accelerated basis if certain earning and other financial goals were met.
- (8) The original option grant provided one half of the such options would vest in three equal annual installments beginning on 4/1/04. The second half of the option will vest on April 1, 2009, and that the second half of the option would vest on an accelerated basis if certain earning and other financial goals were met.

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- (9) The original options granted provided that such options would vest in five equal annual installments beginning on April 1, 2004.
- (10) The option vested in four equal semi-annual installments beginning on October 1, 2002.

Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Kathy P. Vrabeck.

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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