

CEC ENTERTAINMENT INC
Form 4/A
November 26, 2002

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
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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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* Neeb Louis P.			2. Issuer Name and Ticker or Trading Symbol CEC Entertainment, Inc. ("CEC")				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 11/22/02			
6914 Hillpark Drive					5. If Amendment, Date of Original (Month/Day/Year) 11/21/02		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)								
Dallas, TX 75230								
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.10								0		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Beneficial Ownership (Instr. 4)
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				of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
				(Instr. 3, 4 & 5)	(A) (D)							
Code	V	(A)	(D)									
Non-Employee Stock	\$14.7341	01/08/98				(1)	01/08/03	Common Stock	3,750		3,750	D
Non-Employee Stock Option	\$17.9259	01/08/99				(2)	01/08/04	Common Stock	3,750		7,500	D
Non-Employee Stock Option	\$26.0500	01/07/00				(3)	01/07/07	Common Stock	2,500		10,000	D
Non-Employee Stock Option	\$34.0002	01/08/01				(4)	01/08/08	Common Stock	2,500		12,500	D
Non-Employee Stock Option	\$44.1400	01/08/02				(5)	01/08/09	Common Stock	4,000		16,500	D
Non-Employee Stock Option	\$14.7341	11/22/02		M		3,750 (6)	01/08/03	Common Stock	(3,750)		12,750	D
Non-Employee Stock	\$17.9259	11/22/02		M		3,750 (7)	01/08/04	Common Stock	(3,750)		9,000	D

Explanation of Responses:

- (1) Vesting Schedule: 50% after 01/08/00; and 100% after 01/08/01.
- (2) Vesting Schedule: 50% after 01/08/01; and 100% after 01/08/02.
- (3) Vesting Schedule: 50% after 01/08/02; and 100% after 01/08/03.
- (4) Vesting Schedule: 50% after 01/08/03; and 100% after 01/08/04.
- (5) Vesting Schedule: 50% after 01/08/04; and 100% after 01/08/05.
- (6) Vesting Schedule: 50% after 01/08/00; and 100% after 01/08/01.
- (7) Vesting Schedule: 50% after 01/08/01; and 100% after 01/08/02.

By: /s/ **Louis P. Neeb**

11/26/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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