

CARDINALE ROGER
Form 4
January 15, 2003

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

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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

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www.section16.net

1. Name and Address of Reporting Person* Cardinale John Roger (Last) (First) (Middle) 4441 W. Airport Freeway (Street) Irving, TX 75062 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol CEC Entertainment, Inc. ("CEC")		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President of CEC Entertainment Concepts, L.P., a Wholly Owned Subsidiary of Issuer	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 01/13/03		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	
5. If Amendment, Date of Original (Month/Day/Year)					

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 Transactions(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 of (D) (Instr. 3, 4 & 5)		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) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option	\$14.5427	01/09/98						(1)	01/09/05	Common Stock	14,850	14,850	D	
Employee Stock Option	\$17.5009	01/08/99						(2)	01/08/06	Common Stock	16,875	31,725	D	
Employee Stock Option	\$25.5630	01/11/00						(3)	01/11/07	Common Stock	17,640	49,365	D	
Employee Stock Option	\$34.0000	01/05/01						(4)	01/05/08	Common Stock	50,000	99,365	D	
Employee Stock Option	\$43.5000	01/03/02						(5)	01/03/09	Common Stock	15,000	114,365	D	
Employee Stock Option	\$29.9900	01/13/03			A	100,000		(6)	01/13/10	Common Stock	100,000	214,365	D	

Explanation of Responses:

- (1) Vesting Schedule: 50% after 01/09/00; 75% after 01/09/01; and 100% after 01/09/02.
- (2) Vesting Schedule: 50% after 01/08/01; 75% after 01/08/02; and 100% after 01/08/03.
- (3) Vesting Schedule: 50% after 01/11/02; 75% after 01/11/03; and 100% after 01/11/04.
- (4) Vesting Schedule: 50% after 01/05/03; 75% after 01/05/04; and 100% after 01/05/05.
- (5) Vesting Schedule: 50% after 01/03/04; 75% after 01/03/05; and 100% after 01/03/06.
- (6) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.

By: /s/ **John Roger Cardinale**

01/15/03

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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