

FRANK RICHARD M  
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**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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* <b>Frank Richard M.</b> (Last) (First) (Middle) <b>4441 W. Airport Freeway</b>  (Street) <b>Irving, TX 75062</b>  (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>CEC Entertainment, Inc. ("CEC")</b>			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) <b>Chairman and Chief Executive Officer</b> <input type="checkbox"/> Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>01/13/03</b>			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		
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$.10					<b>100,600</b>	<b>I</b>	By Frank Family Trust A2
Common Stock, Par Value \$.10					<b>118,419</b>	<b>I</b>	By Richard M. Frank Rev. Trust

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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Owners
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D)		Year	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)	
				Code	V	(A)	(D)		Date Exer-cisable	Expira-tion Date				Title
Employee Stock Option	\$13.6673	12/11/97						(1)	12/08/02	Common Stock	150,000	150,000	D	
Employee Stock Option	\$17.5009	01/08/99						(2)	01/08/06	Common Stock	97,500	247,500	D	
Employee Stock Option	\$23.2500	03/07/00						(3)	03/07/07	Common Stock	250,000	497,500	D	
Employee Stock Option	\$34.0000	01/05/01						(4)	01/05/08	Common Stock	150,000	647,500	D	
Employee Stock Option	\$43.5000	01/03/02						(5)	01/03/09	Common Stock	250,000	897,500	D	
Employee Stock Option	\$29.9900	01/13/03		A		250,000		(6)	01/13/10	Common Stock	250,000	1,147,500	D	

Explanation of Responses:

- (1) Vesting Schedule: 50% after 12/08/98; and 100% after 12/08/99.
- (2) Vesting Schedule: 33% after 01/08/01; 66% after 01/08/02; and 100% after 01/08/03.
- (3) Vesting Schedule: 20% after 03/07/01; 40% after 03/07/02; 60% after 03/07/03; and 100% after 03/07/05.
- (4) Vesting Schedule: 33% after 01/05/02; 66% after 01/05/03; and 100% after 01/05/04.
- (5) Vesting Schedule: 25% after 01/03/03; 50% after 01/03/04; 75% after 01/03/05; and 100% after 12/05/05.
- (6) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.

By: /s/ **Richard M. Frank**

**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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