

MAGUSIAK MICHAEL H
Form 4
October 25, 2004

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 *
MAGUSIAK MICHAEL H

2. Issuer Name and Ticker or Trading Symbol
CEC ENTERTAINMENT INC
[CEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4441 W. AIRPORT FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2004

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

IRVING, TX 75062

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Par Value \$.10 ⁽⁶⁾ | | | | | 137,733 | D | |
| Common Stock, Par Value \$.10 | 10/21/2004 | | D | 17,000 D | \$ 38.4442 120,733 | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽⁶⁾ | \$ 11.6673 | | | | | | <u>(1)</u> | 01/08/2006 | Common Stock | 112,500 |
| Employee Stock Option ⁽⁶⁾ | \$ 15.5 | | | | | | <u>(2)</u> | 03/07/2007 | Common Stock | 75,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 22.6667 | | | | | | <u>(3)</u> | 01/05/2008 | Common Stock | 225,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 29 | | | | | | <u>(4)</u> | 01/03/2009 | Common Stock | 150,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 19.9933 | | | | | | <u>(5)</u> | 01/13/2010 | Common Stock | 375,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MAGUSIAK MICHAEL H 4441 W. AIRPORT FREEWAY IRVING, TX 75062 | X | | President | |

Signatures

Michael H.
Magusiak 10/25/2004

__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) Vesting Schedule: 30% after 01/08/01; 65% after 01/08/02; and 100% after 01/08/03.
- (2) Vesting Schedule: 100% after 12/05/03.
- (3) Vesting Schedule: 33% after 01/05/03; 66% after 01/05/04; and 100% after 01/05/05.
- (4) Vesting Schedule: 33% after 01/03/04; 66% after 01/03/05; and 100% after 12/05/05.
- (5) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.
- (6) Reflects stock split on March 15, 2004.

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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