

FRANK RICHARD M  
Form 4  
March 08, 2005

**FORM 4**

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

OMB APPROVAL

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

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 \*  
FRANK RICHARD M

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)  
03/04/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

IRVING, TX 75062

(City) (State) (Zip)

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

**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				(A) or (D) Price	82,628	I	By Richard M. Frank Rev. Trust
Common Stock, Par Value \$.10				(A) or (D) Price	50,900	I	By Frank Family Trust A2

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option	\$ 11.6673					(1) 01/08/2006	Common Stock 11,100
Employee Stock Option	\$ 15.5					(2) 03/07/2007	Common Stock 375,000
Employee Stock Option	\$ 22.6667					(3) 01/05/2008	Common Stock 225,000
Employee Stock Option	\$ 29					(4) 01/03/2009	Common Stock 375,000
Employee Stock Option	\$ 19.9933					(5) 01/13/2010	Common Stock 375,000
Employee Stock Option	\$ 36.66	03/04/2005		A	150,000	(6) 03/04/2010	Common Stock 150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK RICHARD M 4441 W. AIRPORT FREEWAY IRVING, TX 75062	X		Chairman and CEO	

## Signatures

Richard M.  
Frank 03/08/2005

\*\*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) Vesting Schedule: 33% after 01/08/01; 66% after 01/08/02; and 100% after 01/08/03.
- (2) Vesting Schedule: 20% after 03/07/01; 40% after 03/07/02; 60% after 03/07/03; 80% after 03/07/04; and 100% after 03/07/05.
- (3) Vesting Schedule: 33% after 01/05/02; 66% after 01/05/03; and 100% after 01/05/04.
- (4) Vesting Schedule: 25% after 01/03/03; 50% after 01/03/04; 75% 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) Vesting Schedule: 25% after 03/04/06; 50% after 03/04/07; 75% after 03/04/08; and 100% after 03/04/09.

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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