

CARDINALE ROGER
Form 4
December 28, 2005

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 *
CARDINALE ROGER

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)
12/23/2005

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
EVP of Subsidiary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$.10	12/23/2005		A		8,000	A	\$ 34.75
					8,000	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Employee Stock Option	\$ 11.6673					<u>(1)</u>	01/08/2006	Common Stock	8,000
Employee Stock Option	\$ 17.042					<u>(2)</u>	01/11/2007	Common Stock	26,460
Employee Stock Option	\$ 22.6667					<u>(3)</u>	01/05/2008	Common Stock	75,000
Employee Stock Option	\$ 29					<u>(4)</u>	01/03/2009	Common Stock	22,500
Employee Stock Option	\$ 19.9993					<u>(5)</u>	01/13/2010	Common Stock	150,000
Employee Stock Option	\$ 36.66					<u>(6)</u>	03/04/2010	Common Stock	15,800
Employee Stock Option	\$ 11.6673	12/23/2005		D	8,000	<u>(1)</u>	01/08/2006	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARDINALE ROGER 4441 W. AIRPORT FREEWAY IRVING, TX 75062				EVP of Subsidiary

Signatures

John Roger
Cardinale

12/28/2005

**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: 50% after 01/08/01; 75% after 01/08/02; and 100% after 01/08/03.

(2) Vesting Schedule: 50% after 01/11/02; 75% after 01/11/03; and 100% after 01/11/04.

(3) Vesting Schedule: 50% after 01/05/03; 75% after 01/05/04; and 100% after 01/05/05.

(4) Vesting Schedule: 50% after 01/03/04; 75% after 01/03/05; and 100% after 01/03/06.

(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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