

ACTIVISION INC /NY
Form 4
February 11, 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 *
KOTICK ROBERT A

(Last) (First) (Middle)

**C/O ACTIVISION, INC., 3100
OCEAN PARK BOULEVARD**

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTIVISION INC /NY [ATVI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Chief Exec Officer

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M ⁽⁵⁾ | | 462,378 | A | \$ 4.0178 |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M ⁽⁵⁾ | | 5,625 | A | \$ 3.8519 |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M ⁽⁵⁾ | | 619,878 | A | \$ 5.0193 |
| | | | | | | | 462,378 |
| | | | | | | | 468,003 |
| | | | | | | | 1,087,881 |
| | | | | | | | I |
| | | | | | | | See ⁽¹⁾ |
| | | | | | | | See ⁽¹⁾ |
| | | | | | | | See ⁽¹⁾ |

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| | | | | | | | | |
|--|------------|------------------|-----------|---|--------------|-----------|---|--------------------|
| value \$.000001 per share Common Stock, par value | 02/09/2005 | M ⁽⁵⁾ | 619,874 | A | \$ 6.2756 | 1,707,755 | I | See ⁽¹⁾ |
| \$.000001 per share Common Stock, par value | 02/09/2005 | S ⁽⁵⁾ | 1,707,755 | D | \$ 23.06 | 0 | I | See ⁽¹⁾ |
| \$.000001 per share Common Stock, par value | 02/09/2005 | M ⁽⁶⁾ | 840,807 | A | \$ 1.8148 | 840,807 | I | See ⁽²⁾ |
| \$.000001 per share Common Stock, par value | 02/09/2005 | S ⁽⁶⁾ | 840,807 | D | \$ 23.06 | 0 | I | See ⁽²⁾ |

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

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(9-02)

**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 Options | \$ 4.0178 | 02/09/2005 | | M ⁽³⁾ | 462,378 | 07/21/1995 07/21/2005 | Common Stock 462,378 |
| Employee Stock | \$ 3.8519 | 02/09/2005 | | M ⁽³⁾ | 5,625 | 04/01/1996 04/01/2006 | Common Stock 5,625 |

Options

Employee
Stock Options

\$ 5.0193 02/09/2005

M⁽³⁾

619,878 07/21/1995 07/21/2005

Common
Stock 619,8

Employee
Stock Options

\$ 6.2756 02/09/2005

M⁽³⁾

619,874 07/21/1995 07/21/2005

Common
Stock 619,8

Employee
Stock Options

\$ 1.8148 02/09/2005

M⁽⁴⁾

840,807 05/22/2000 05/22/2010

Common
Stock 840,8

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOTICK ROBERT A C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | X | | Chairman & Chief Exec Officer | |

Signatures

/s/ George L. Rose (as
Attorney-In-Fact)

02/11/2005

 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).

Represents Common Stock acquired/disposed by KAG Holdings LLC, of which the reporting person is a member. Reporting Person is
(1) the direct beneficial owner of 2,859,684 shares of Common Stock and is an indirect beneficial owner of 63,249 shares of Common Stock by virtue of his being a member of Delmonte Investments LLC.

(2) Represents Common Stock acquired/disposed by 45121G Trust, in which the reporting person has a pecuniary interest.

Exercise of options to purchase Common Stock by KAG Holdings LLC, of which the reporting person is a member. These options were originally issued to the reporting person and subsequently transferred to KAG Holdings LLC, and therefore the form of ownership of
(3) these options changed from direct to indirect. In accordance with Rule 16a-13, changes in the form of ownership are not required to be reported in a Form 4 or Form 5.

Exercise of options to purchase Common Stock by 45121G Trust, in which the reporting person has a pecuniary interest. These options were held by 1011 Partners, LLC and subsequently transferred to the Reporting Person, who subsequently transferred them to 45121G Trust, and therefore the form of ownership of these options changed from indirect to direct to indirect. In accordance with Rule 16a-13, changes in the form of ownership are not required to be reported in a Form 4 or Form 5.

(5) Acquisition/Disposition of shares by KAG Holdings LLC, of which the reporting person is a member.

(6) Acquisition/Disposition of shares by 45121G Trust, in which the reporting person has a pecuniary interest.

(7) Represents options to buy Common Stock held by KAG Holdings LLC, of which the reporting person is a member.

(8) Represents options to buy Common Stock held by 45121G Trust, in which the reporting person has a pecuniary interest.

Remarks:

George Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Mr. Kotick.

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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