

ACTIVISION INC /NY
Form 4
December 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
KELLY BRIAN G

(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)
12/14/2007

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)
Co-Chairman

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|------------------------|---------------------------------|------------------|-----------------|------------------------|-----------|-----------|------------------|-----------------|--|
| Employee Stock Options | \$ <u>13.08</u> ⁽¹⁾ | 12/14/2007 | D | | | 339,687 | <u>(2)</u> | 06/20/2015 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>13.328</u> ⁽¹⁾ | 12/14/2007 | A | | 339,687 | | <u>(3)</u> | 06/20/2015 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>6.9025</u> ⁽¹⁾ | 12/14/2007 | D | | | 351,648 | <u>(4)</u> | 04/08/2012 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>7.87</u> ⁽¹⁾ | 12/14/2007 | A | | 351,648 | | <u>(3)</u> | 04/18/2012 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>5.735</u> ⁽¹⁾ | 12/14/2007 | D | | | 1,400,000 | <u>(5)</u> | 07/22/2012 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>6.688</u> ⁽¹⁾ | 12/14/2007 | A | | 1,400,000 | | <u>(3)</u> | 07/22/2012 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>3.4792</u> ⁽¹⁾ | 12/14/2007 | D | | | 175,081 | <u>(6)</u> | 04/04/2011 | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ <u>6.542</u> ⁽¹⁾ | 12/14/2007 | A | | 175,081 | | <u>(3)</u> | 04/04/2011 | Common Stock, par value \$0.0001 per share |
| | | 12/14/2007 | D | | | 700,309 | <u>(6)</u> | 04/04/2011 | |

| | | | | | | | | |
|------------------------|-------------------------|------------|---|-----------|------------|------------|--|--|
| Employee Stock Options | \$ 3.4792 <u>(1)</u> | | | | | | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 6.542 <u>(1)</u> | 12/14/2007 | A | 700,309 | <u>(3)</u> | 04/04/2011 | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 1.75 <u>(1)</u> | 12/14/2007 | D | | | | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 2.063 <u>(1)</u> | 12/14/2007 | A | 3,626,460 | <u>(3)</u> | 03/23/2009 | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 4.1667 <u>(1)</u> | 12/14/2007 | D | 178,201 | <u>(8)</u> | 10/01/2011 | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 5.29 <u>(1)</u> | 12/14/2007 | A | 178,201 | <u>(3)</u> | 10/01/2011 | | Common Stock, par value \$0.0001 per share |
| Employee Stock Options | \$ 5.29 <u>(1)</u> | 12/14/2007 | D | 141,142 | <u>(3)</u> | 10/01/2011 | | Common Stock, par value \$0.0001 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY BRIAN G C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | X | | Co-Chairman | |

Signatures

George L.
Rose***

12/14/2007

__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).

The transactions reported herein as acquisitions and dispositions reflect adjustments to exercise prices of options previously issued to the reporting person following the redetermination of measurement dates and exercise prices previously reported by Activision in its Form 10-K/A for the fiscal year ended March 31, 2005.

(2) The option, which was granted on June 20, 2005, was exercisable in full as of June 20, 2007.

As the original option (reported herein as a cancelled option) was exercisable in full on the date on which it was cancelled, the option as amended (reported herein as an option issued in replacement thereof) was exercisable in full on the date of amendment (reported herein as the date of grant).

(4) The option, which was granted on April 8, 2002, was exercisable in full as of the date of grant.

(5) The option, which was granted on July 22, 2002, was exercisable in full as of June 22, 2006.

(6) The option, which was granted on April 4, 2001, was exercisable in full as of May 3, 2001.

(7) The option, which was granted on March 23, 1999, was exercisable in full as of April 18, 2000.

(8) The option, which was granted on October 1, 2001, was exercisable in full as of the date of grant.

Remarks:

***George L. Rose was granted a power of attorney to sign all Forms 4 and 5 on behalf of the reporting person

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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