

ACTIVISION INC /NY

Form 4

February 11, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEELE RICHARD A**

(Last) (First) (Middle)

**C/O CENTRESOFT LTD., UNITS 4  
& 5, HOLFORD WAY**

(Street)

**HOLFORD, BIRMINGHAM, X0 B6  
7AX**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Exec VP, Distribution

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	(A) or (D)	Price
Common Stock, par value \$.000001 per share	02/09/2005		M		67,500	A	\$ 6.1852
Common Stock, par value \$.000001 per share	02/09/2005		M		33,750	A	\$ 3.1289
	02/09/2005		M		20,630	A	
							282,611
							316,361
							336,991
							D
							D
							D

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Common  
Stock, par  
value  
\$.000001  
per share

Common  
Stock, par  
value 02/09/2005 S 121,880 D \$ 23.06 215,111 D  
\$.000001  
per share

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 (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 Options	\$ 6.1852	02/09/2005		M	67,500	<u>(1)</u> 04/04/2011	Common Stock 67,500
Employee Stock Options	\$ 3.1289	02/09/2005		M	33,750	<u>(2)</u> 04/30/2009	Common Stock 33,750
Employee Stock Options	\$ 6.0089	02/09/2005		M	20,630	<u>(3)</u> 04/11/2013	Common Stock 20,630

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

STEELE RICHARD A  
C/O CENTRESOFT LTD.

Exec VP, Distribution

UNITS 4 & 5, HOLFORD WAY  
HOLFORD, BIRMINGHAM, X0 B6 7AX

## 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).
- (1) The options vested in four equal installments of 5,000 shares on each of 10/1/01, 4/1/02, 10/1/02 and 4/1/03.
- (2) The options vested in three equal annual installments commencing on April 30, 2000.
- (3) Half of the options vest in three equal annual installments beginning on 4/1/04, the remainder will vest on 4/1/09; however, the remainder may vest on an accelerated basis if certain earnings and other financial goals are met.

### Remarks:

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

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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