

CEC ENTERTAINMENT INC
Form 4
January 10, 2003

FORM 4

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

OMB APPROVAL

_ 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

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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

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www.section16.net

1. Name and Address of Reporting Person* Neeb Louis P.			2. Issuer Name and Ticker or Trading Symbol CEC Entertainment, Inc. ("CEC")				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 01/08/03		<input checked="" type="checkbox"/> Director —	10% Owner —
6914 Hillpark Drive							<input type="checkbox"/> Officer (give title below) —	Other (specify below)
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Dallas, TX 75230							<input checked="" type="checkbox"/> Form filed by One Reporting Person	
							<input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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								0		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Ownership (Instr. 3)
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				of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
				(Instr. 3, 4 & 5)								
				Code	V	(A)	(D)					
Non-Employee Stock Option	\$26.0500	01/07/00					(1)	01/07/07	Common Stock	2,500	2,500	D
Non-Employee Stock Option	\$34.0002	01/08/01					(2)	01/08/08	Common Stock	2,500	5,000	D
Non-Employee Stock Option	\$44.1400	01/08/02					(3)	01/08/09	Common Stock	4,000	9,000	D
Non-Employee Stock Option	\$30.956	01/08/03		A		4,000	(4)	01/08/10	Common Stock	4,000	13,000	D

Explanation of Responses:

(1) Vesting Schedule: 50% after 01/08/02; and 100% after 01/08/03.

(2) Vesting Schedule: 50% after 01/08/03; and 100% after 01/08/04.

(3) Vesting Schedule: 50% after 01/08/04; and 100% after 01/08/05.

(4) Vesting Schedule: 50% after 01/08/05; and 100% after 01/08/06.

By: /s/ **Louis P. Neeb**

01/10/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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