

PHARR CYNTHIA  
Form 4  
January 10, 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 \*  
PHARR CYNTHIA

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

16526 WESTGROVE DRIVE

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

(Street)

DALLAS, TX 75248

(City) (State) (Zip)

**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)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$.10					225	D	
(7)							

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.**

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)	8. Amount or Number of Shares
Non-Emp Stock Option <sup>(7)</sup>	\$ 17.3667					<u>(1)</u> 01/07/2007	Common Stock	3,750
Non-Emp Stock Option <sup>(7)</sup>	\$ 22.6668					<u>(2)</u> 01/08/2008	Common Stock	3,750
Non-Emp Stock Option <sup>(7)</sup>	\$ 29.4267					<u>(3)</u> 01/08/2009	Common Stock	6,000
Non-Emp Stock Option <sup>(7)</sup>	\$ 20.6373					<u>(4)</u> 01/08/2010	Common Stock	6,000
Non-Emp Stock Option <sup>(7)</sup>	\$ 31.8867					<u>(5)</u> 01/08/2011	Common Stock	6,000
Non-Emp Stock Option <sup>(7)</sup>	\$ 38.864	01/07/2005		A	7,500	<u>(6)</u> 01/07/2012	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHARR CYNTHIA 16526 WESTGROVE DRIVE DALLAS, TX 75248		X		

## Signatures

Cynthia I. Pharr 01/10/2005

           \*\*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 01/08/02; 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.

(5) Vesting Schedule: 50% after 01/08/06; and 100% after 01/08/07.

(6) Vesting Schedule: 50% after 01/07/07; and 100% after 01/07/08.

(7) Reflects stock split on March 15, 2004.

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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