

CARDINALE ROGER
Form 4
December 28, 2005

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 *
CARDINALE ROGER

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)
4441 W. AIRPORT FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2005

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
EVP of Subsidiary

IRVING, TX 75062

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$.10 | 12/23/2005 | | A | | 8,000 | A | \$ 34.75 |
| | | | | | 8,000 | D | |

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)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 11.6673 | | | | | <u>(1)</u> | 01/08/2006 | Common Stock | 8,000 |
| Employee Stock Option | \$ 17.042 | | | | | <u>(2)</u> | 01/11/2007 | Common Stock | 26,460 |
| Employee Stock Option | \$ 22.6667 | | | | | <u>(3)</u> | 01/05/2008 | Common Stock | 75,000 |
| Employee Stock Option | \$ 29 | | | | | <u>(4)</u> | 01/03/2009 | Common Stock | 22,500 |
| Employee Stock Option | \$ 19.9993 | | | | | <u>(5)</u> | 01/13/2010 | Common Stock | 150,000 |
| Employee Stock Option | \$ 36.66 | | | | | <u>(6)</u> | 03/04/2010 | Common Stock | 15,800 |
| Employee Stock Option | \$ 11.6673 | 12/23/2005 | | D | 8,000 | <u>(1)</u> | 01/08/2006 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| CARDINALE ROGER 4441 W. AIRPORT FREEWAY IRVING, TX 75062 | | | | EVP of Subsidiary |

Signatures

John Roger
Cardinale

12/28/2005

**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 01/08/01; 75% after 01/08/02; and 100% after 01/08/03.

(2) Vesting Schedule: 50% after 01/11/02; 75% after 01/11/03; and 100% after 01/11/04.

(3) Vesting Schedule: 50% after 01/05/03; 75% after 01/05/04; and 100% after 01/05/05.

(4) Vesting Schedule: 50% after 01/03/04; 75% after 01/03/05; and 100% after 01/03/06.

(5) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.

(6) Vesting Schedule: 25% after 03/04/06; 50% after 03/04/07; 75% after 03/04/08; and 100% after 03/04/09.

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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