CEC ENTERTAINMENT INC

Form 4 March 01, 2006

FORM 4

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

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **OLIVER THOMAS W**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CEC ENTERTAINMENT INC

[CEC]

Director 10% Owner

(Check all applicable)

(Month/Day/Year)

below)

Officer (give title __X_ Other (specify below)

4441 W. AIRPORT FREEWAY

(Middle)

02/27/2006

EVP of Subsidiary

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

IRVING, TX 75062

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common

Stock, Par Value \$.10

(1)

02/27/2006

9.069 \$0 9.069 Α Α

D

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	\$ 22.6667					(2)	01/05/2008	Common Stock	75,000	
Employee Stock Option	\$ 29					(3)	01/03/2009	Common Stock	15,000	
Employee Stock Option	\$ 19.9933					<u>(4)</u>	01/13/2010	Common Stock	150,000	
Employee Stock Option	\$ 36.66					<u>(5)</u>	03/04/2010	Common Stock	15,800	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

OLIVER THOMAS W 4441 W. AIRPORT FREEWAY IRVING, TX 75062

EVP of Subsidiary

Signatures

Thomas W. 03/01/2006

**Signature of Date
Reporting Person

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) Restricted stock grant pursuant to the issuer's 2004 Restricted Stock Plan. The closing price on the date of grant was \$33.29. Vesting Schedule: 25% on each of 02/27/07, 02/27/08, 02/27/09, and 02/27/10.

Reporting Owners 2

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- (2) Vesting Schedule: 50% after 01/05/03; 75% after 01/05/04; and 100% after 01/05/05.
- (3) Vesting Schedule: 50% after 01/03/04; 75% after 01/03/05; and 100% after 01/03/06.
- (4) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.