

CEC ENTERTAINMENT INC
Form 4/A
May 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FRANK RICHARD M

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)

4441 W. AIRPORT FREEWAY

02/27/2006

Chairman and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/01/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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 (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)			
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$.10 <u>(1)</u>					91,171	I	By Richard M. Frank Rev. Trust
Common Stock, Par Value \$.10					50,900	I	By Frank Family Trust A2
Common Stock, Par Value \$.10 <u>(2)</u>					57	I	By 401(k) Plan

Common
 Stock, Par
 Value \$.10 02/27/2006 A 45,345 A \$ 0 45,345 D
(3)

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)	8. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 15.5					<u>(4)</u> 03/07/2007	Common Stock	375,000	
Employee Stock Option	\$ 22.6667					<u>(5)</u> 01/05/2008	Common Stock	225,000	
Employee Stock Option	\$ 29					<u>(6)</u> 01/03/2009	Common Stock	375,000	
Employee Stock Option	\$ 19.9933					<u>(7)</u> 01/13/2010	Common Stock	375,000	
Employee Stock Option	\$ 36.66					<u>(8)</u> 03/04/2010	Common Stock	150,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANK RICHARD M
4441 W. AIRPORT FREEWAY X Chairman and CEO
IRVING, TX 75062

Signatures

Richard M. 05/16/2007
Frank

**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).
Although the total amount of securities beneficially owned following the reported transactions has not changed, this Form is filed to
(1) correct inadvertent misidentifications that were made in reporting the ownership form of some of these shares. Includes 11,100 shares contributed to the Trust on 10/28/05.
(2) Based on a Plan statement as of 12/31/05.
(3) 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.
(4) Vesting Schedule: 20% after 03/07/01; 40% after 03/07/02; 60% after 03/07/03; 80% after 03/07/04; and 100% after 03/07/05.
(5) Vesting Schedule: 33% after 01/05/02; 66% after 01/05/03; and 100% after 01/05/04.
(6) Vesting Schedule: 25% after 01/03/03; 50% after 01/03/04; 75% after 01/03/05; and 100% after 12/05/05.
(7) Vesting Schedule: 33% after 01/13/04; 66% after 01/13/05; and 100% after 01/13/06.
(8) 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.