

CEC ENTERTAINMENT INC  
 Form 4/A  
 May 16, 2007

**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 \*  
**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)  
**4441 W. AIRPORT FREEWAY**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/07/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**IRVING, TX 75062**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/09/2007**

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)
				(A) or (D)	Price		
Common Stock, Par Value \$.10 <u>(1)</u>					466,171	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      05/07/2007      A      38,840      A      \$ 0      84,185      D  
(3)

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.**

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 (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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount Number Shares
Employee Stock Option	\$ 29	05/07/2007		S	141,500	<u>(4)</u> 01/03/2009	Common Stock      375,000
Employee Stock Option	\$ 29	05/08/2007		S	46,000	<u>(4)</u> 01/03/2009	Common Stock      375,000
Employee Stock Option <sup>(5)</sup>	\$ 22.6667	05/08/2007		S	70,000	<u>(6)</u> 01/05/2008	Common Stock      225,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK RICHARD M 4441 W. AIRPORT FREEWAY IRVING, TX 75062	X		Chairman and CEO	

## Signatures

Richard M.  
 Frank      05/16/2007

            
 \*\*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) Although the total amount of securities beneficially owned following the reported transactions has not changed, this Form is filed to correct inadvertent misidentifications that were made in reporting the ownership form of some of these shares.
- (2) Based on a Plan statement as of 03/31/07.
- (3) Restricted stock grant pursuant to the issuer's 2004 Restricted Stock Plan. The closing price on the date of grant was \$38.62. Vesting Schedule: 25% on 05/07/08, and 25% on each of 02/26/09, 02/26/10, and 02/26/11.
- (4) Vesting Schedule: 25% after 01/03/03; 50% after 01/03/04; 75% after 01/03/05; and 100% after 12/05/05.
- (5) Filed to correct a scivenor's error transposing the number of shares disposed (Column 5) with the number of shares beneficially owned following the reported transaction (Column 9).
- (6) Vesting Schedule: 33% after 01/05/02; 66% after 01/05/03; and 100% after 01/05/04.

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.