CEC ENTERTAINMENT INC

Form 4

February 27, 2008

FORM 4

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

OMB APPROVAL

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January 31,

Expires: 2005
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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

Stock, Par

Value \$.10 Common

Stock, Par

Value \$.10

02/25/2008

02/27/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * MORRIS CHRISTOPHER DANIEL			ANIEL	2. Issuer Name and Ticker or Trading Symbol CEC ENTERTAINMENT INC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				[CEC]					- (Check all applicable)				
	(Last)	(First) (N			of Earliest Transaction				DirectorX_ Officer (give		Owner or (specify		
4441 W. AIRPORT FREEWAY				(Month/Day/Year) 02/25/2008					below) below) EVP and CFO				
(Street)				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
	IRVING, T	X 75062								fore than One Re			
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
	Stock Par	02/25/2008			٨	14,831	٨	٠,٥	22 222	D			

(1)

600⁽²⁾ D

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

A

F

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SEC 1474

(9-02)

32,222

31,622

D

D

\$0

A

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C + V	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MORRIS CHRISTOPHER DANIEL 4441 W. AIRPORT FREEWAY IRVING, TX 75062

EVP and CFO

Signatures

Christopher D.

02/27/2008 Morris **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).
- Restricted stock grant pursuant to the issuer's 2004 Restricted Stock Plan. The closing price on the date of grant was \$26.97. Vesting Schedule: 25% on 2/25/2009; 50% on 2/25/2010; 75% on 2/25/2011; 100% on 2/25/2012
- (2) Payment of tax liability by withholding securities incident to the vesting of 2,267 shares from the 2/27/2006 restricted stock grant 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.

Reporting Owners 2