

ACTIVISION INC /NY
Form 4
December 14, 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 *
ROSE GEORGE L

(Last) (First) (Middle)

C/O ACTIVISION PUBLISHING, INC., 3100 OCEAN PARK BOULEVARD

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTIVISION INC /NY [ATVI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|-----------------|--|----------------------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ <u>8.5781</u> ⁽¹⁾ | 12/12/2007 | D | | 53,333 | <u>(2)</u> | 04/15/2014 | Common Stock, par value \$0.0001 per share | 53,333 |
| Employee Stock Options | \$ <u>9.023</u> ⁽¹⁾ | 12/12/2007 | A | 53,333 | | <u>(3)</u> | 04/15/2014 | Common Stock, par value \$0.0001 per share | 53,333 |
| Employee Stock Options | \$ <u>3.38</u> ⁽¹⁾ | 12/12/2007 | D | | 8,795 | <u>(4)</u> | 04/11/2013 | Common Stock, par value \$0.0001 per share | 8,795 |
| Employee Stock Options | \$ <u>4.215</u> ⁽¹⁾ | 12/12/2007 | A | 8,795 | | <u>(3)</u> | 04/11/2013 | Common Stock, par value \$0.0001 per share | 8,795 |
| Employee Stock Options | \$ <u>6.9025</u> ⁽¹⁾ | 12/12/2007 | D | | 48,000 | <u>(5)</u> | 04/08/2012 | Common Stock, par value \$0.0001 per share | 48,000 |
| Employee Stock Options | \$ <u>7.508</u> ⁽¹⁾ | 12/12/2007 | A | 48,000 | | <u>(3)</u> | 04/08/2012 | Common Stock, par value \$0.0001 per share | 48,000 |
| Employee Stock Options | \$ <u>7.508</u> ⁽¹⁾ | 12/12/2007 | D | | 19,734 | <u>(3)</u> | 04/08/2012 | Common Stock, par value \$0.0001 per share | 19,734 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ROSE GEORGE L
C/O ACTIVISION PUBLISHING, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

Chief Legal Officer

Signatures

/s/ George L.
Rose 12/14/2007

__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).
The transactions reported herein as acquisitions and dispositions reflect adjustments to exercise prices of options previously issued to the reporting person following the redetermination of measurement dates and exercise prices previously reported by Activision in its Form 10-K/A for the fiscal year ended March 31, 2005.
- (1) reporting person following the redetermination of measurement dates and exercise prices previously reported by Activision in its Form 10-K/A for the fiscal year ended March 31, 2005.
- (2) The option, which was granted on April 15, 2004, was exercisable in full as of April 15, 2007.
As the original option (reported herein as a cancelled option) was exercisable in full on the date on which it was cancelled, the option as
- (3) amended (reported herein as an option issued in replacement thereof) was exercisable in full on the date of amendment (reported herein as the date of grant).
- (4) The option, which was granted on April 11, 2003, was exercisable in full as of April 1, 2006.
- (5) The option, which was granted on April 8, 2002, was exercisable in full as of April 1, 2004.

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.