

ACTIVISION INC /NY  
Form 4  
February 11, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DOORNINK RONALD**

(Last) (First) (Middle)  
**C/O ACTIVISION, INC., 3100  
OCEAN PARK BLVD**  
  
(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)  
**02/09/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & COO**

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$.000001 per share | 02/09/2005                           |  | M                              |   | 83,750  | A  | \$ 2.5185   |
| Common Stock, par value \$.000001 per share | 02/09/2005                           |  | M                              |   | 56,250  | A  | \$ 3.1289   |
| Common Stock, par value \$.000001 per share | 02/09/2005                           |  | M                              |   | 675,000   | A  | \$ 3.1289   |

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value  
\$.000001  
per share

Common  
Stock, par

|       |            |   |         |   |    |        |           |              |
|-------|------------|---|---------|---|----|--------|-----------|--------------|
| value | 02/09/2005 | M | 101,250 | A | \$ | 6.1852 | 1,012,689 | D <u>(1)</u> |
|-------|------------|---|---------|---|----|--------|-----------|--------------|

\$.000001  
per share

Common  
Stock, par

|       |            |   |         |   |    |        |           |              |
|-------|------------|---|---------|---|----|--------|-----------|--------------|
| value | 02/09/2005 | M | 150,000 | A | \$ | 6.2978 | 1,162,689 | D <u>(1)</u> |
|-------|------------|---|---------|---|----|--------|-----------|--------------|

\$.000001  
per share

Common  
Stock, par

|       |            |   |           |   |    |       |        |              |
|-------|------------|---|-----------|---|----|-------|--------|--------------|
| value | 02/09/2005 | S | 1,066,250 | D | \$ | 23.06 | 96,439 | D <u>(1)</u> |
|-------|------------|---|-----------|---|----|-------|--------|--------------|

\$.000001  
per share

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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|---|----------------------|
|  |  |                                      |  |                                | V   | (A) (D) |  | Title   | Amount Number Shares |
| Employee Stock Options                     | \$ 2.5185  | 02/09/2005                           |  | M                              |   | 83,750  | <u>(2)</u> 08/01/2010                                    | Common Stock  | 83,750               |
| Employee Stock Options                     | \$ 3.1289  | 02/09/2005                           |  | M                              |   | 56,250  | <u>(3)</u> 04/30/2009                                    | Common Stock  | 56,250               |
| Employee Stock Options                     | \$ 3.1289  | 02/09/2005                           |  | M                              |   | 675,000 | <u>(4)</u> 04/30/2009                                    | Common Stock  | 675,000              |
|  | \$ 6.1852  | 02/09/2005                           |  | M                              |   | 101,250 | <u>(5)</u> 04/04/2011                                    |   | 101,250              |

Employee  
Stock  
Options

Common  
Stock

Employee  
Stock  
Options

\$ 6.2978

02/09/2005

M

150,000

(6)

10/26/2008

Common  
Stock

150,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| DOORNINK RONALD<br>C/O ACTIVISION, INC.<br>3100 OCEAN PARK BLVD<br>SANTA MONICA, CA 90405 | X             |           | President & COO |       |

## Signatures

/s/ George L. Rose  
(Attorney-In-Fact)

02/11/2005

\_\_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) The filer's previous two Form 4 filings on EDGAR did not take into account a 3:2 stock split of the Company's stock occurring on March 16, 2004. Of the reported shares owned by the Filer, 6,439 were purchased through the company's employee stock purchase plan; purchases under Section 423 Plans, such as the Company's employee stock purchase plan, are exempt from Section 16(b) under Rule 16b-3(c).
  - (2) The options vested on the fifth anniversary of the date of grant, subject to acceleration in the event certain earning per share and other targets are achieved.
  - (3) The options vested in three equal installments beginning on April 1, 2000.
  - (4) The options vested in four equal annual installments beginning on March 31, 2000.
  - (5) The options vested in four equal installments of 10,000 shares on each 10/1/01, 4/1/02, 10/1/02 and 4/1/03.
  - (6) The options vested as follows: 25,000 shares on 10/26/98; 83,334 shares on 10/27/99; 58,333 shares on 10/27/00; and 33,333 shares on 10/27/01.

### Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Ronald Doornink.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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