

ACTIVISION INC /NY
Form 4
February 11, 2005

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 *
DOORNINK RONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

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

SANTA MONICA, CA 90405

(City) (State) (Zip)

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

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>
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\$.000001
per share

Common
Stock, par

value	02/09/2005	M	150,000	A	\$	6.2978	1,162,689	D <u>(1)</u>
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\$.000001
per share

Common
Stock, par

value	02/09/2005	S	1,066,250	D	\$	23.06	96,439	D <u>(1)</u>
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\$.000001
per share

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	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 C/O ACTIVISION, INC. 3100 OCEAN PARK BLVD 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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