

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 February 09, 2010

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 *
 ICAHN CARL C

2. Issuer Name and Ticker or Trading Symbol
 TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O ICAHN ASSOCIATES
 CORP., 767 FIFTH AVE., SUITE
 4700

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2010

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

(Street)
 NEW YORK, NY 10153

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share ("Shares")	02/05/2010		P	300,000	A \$ 9.18 10,872,233	I (1) (2) (3) (4) (5) (6)	please see footnotes (1) (2) (3) (4) (5) (6)
Shares	02/08/2010		P	800	A \$ 9.21 10,873,033	I (1) (2) (3) (5) (6)	please see footnotes (1) (2) (3) (4) (5) (6)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		
BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
BECKTON CORP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
Hopper Investments LLC 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET		X		

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

ICAHN ENTERPRISES G.P. INC.
 445 HAMILTON AVENUE X
 SUITE 1210
 WHITE PLAINS, NY 10601

HIGH RIVER LIMITED PARTNERSHIP
 445 HAMILTON AVENUE X
 SUITE 1210
 WHITE PLAINS, NY 10601

ICAHN PARTNERS MASTER FUND II L.P.
 C/O WALKER HOUSE X
 87 MARY STREET
 GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

ICAHN PARTNERS MASTER FUND III L.P.
 C/O WALKER HOUSE X
 87 MARY STREET
 GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

ICAHN PARTNERS LP
 445 HAMILTON AVENUE X
 SUITE 1210
 WHITE PLAINS, NY 10601

Signatures

CARL C. ICAHN 02/09/2010
 **Signature of Reporting Person Date

BARBERRY CORP. 02/09/2010
 **Signature of Reporting Person Date

HIGH RIVER LIMITED 02/09/2010
 PARTNERSHIP
 **Signature of Reporting Person Date

HOPPER INVESTMENTS LLC 02/09/2010
 **Signature of Reporting Person Date

ICAHN ENTERPRISES G.P. INC. 02/09/2010
 **Signature of Reporting Person Date

ICAHN PARTNERS LP 02/09/2010
 **Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND 02/09/2010
 LP
 **Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND 02/09/2010
 II L.P.
 **Signature of Reporting Person Date

02/09/2010

ICAHN PARTNERS MASTER FUND
III L.P.

**Signature of Reporting Person

Date

BECKTON CORP.

02/09/2010

**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) High River Limited Partnership ("High River") directly beneficially owns 2,174,605 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 3,214,621 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 3,617,793 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 512,118 Shares.

(2) Barberrry Corp. ("Barberrry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberrry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberrry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberrry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) Please reference the Form 4 filing dated February 9, 2010, filed separately by Mr. Icahn, Icahn Enterprises Holdings, IPH, Icahn Capital, Icahn Offshore, and Icahn Onshore.

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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