

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 \*  
**KELLY BRIAN G**

(Last) (First) (Middle)

**C/O ACTIVISION, 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)  
**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)  
Co-Chairman

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 \$0.000001 per share | 02/09/2005                           |  | M <sup>(3)</sup>               |   | 101,925   | A  | \$ 3.8519   |
| Common Stock, par value \$0.000001 per share | 02/09/2005                           |  | M <sup>(3)</sup>               |   | 33,750  | A  | \$ 3.1289   |
| Common Stock, par value \$0.000001 per share | 02/09/2005                           |  | M <sup>(3)</sup>               |   | 43,272  | A  | \$ 3.2741   |

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|  |  |                  |           |   |              |           |   |                    |
|--|--|------------------|-----------|---|--------------|-----------|---|--------------------|
| value<br>\$.000001<br>per share<br>Common<br>Stock, par<br>value<br>02/09/2005<br>\$.000001<br>per share<br>Common<br>Stock, par<br>value<br>02/09/2005<br>\$.000001<br>per share<br>Common<br>Stock, par<br>value<br>02/09/2005<br>\$.000001<br>per share<br>Common<br>Stock, par<br>value<br>02/09/2005<br>\$.000001<br>per share<br>Common<br>Stock, par<br>value<br>02/09/2005<br>\$.000001<br>per share |  | M <sup>(3)</sup> | 16,875    | A | \$<br>3.1289 | 195,822   | I | See <sup>(1)</sup> |
|  |  | M <sup>(3)</sup> | 1,335,116 | A | \$<br>3.1111 | 1,530,938 | I | See <sup>(1)</sup> |
|  |  | M <sup>(3)</sup> | 66,261    | A | \$ 3.037     | 1,597,199 | I | See <sup>(1)</sup> |
|  |  | M <sup>(3)</sup> | 902,801   | A | \$<br>1.8148 | 2,500,000 | I | See <sup>(1)</sup> |
|  |  | S <sup>(3)</sup> | 2,500,000 | D | \$ 23.06     | 0         | I | See <sup>(1)</sup> |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
|  | \$ 3.8519  | 02/09/2005                           |  | M <sup>(4)</sup>               | 101,925   | <sup>(5)</sup> 04/01/2006                                | 101   |

| Employee Stock Options | Exercise Price | Grant Date | Holder           | Quantity  | Expiration Date            | Common Stock | Quantity  |
|------------------------|----------------|------------|------------------|-----------|----------------------------|--------------|-----------|
| Employee Stock Options | \$ 3.1289      | 02/09/2005 | M <sup>(4)</sup> | 33,750    | <sup>(6)</sup> 12/20/2006  | Common Stock | 33,750    |
| Employee Stock Options | \$ 3.2741      | 02/09/2005 | M <sup>(4)</sup> | 43,272    | <sup>(7)</sup> 07/17/2006  | Common Stock | 43,272    |
| Employee Stock Options | \$ 3.1289      | 02/09/2005 | M <sup>(4)</sup> | 16,875    | <sup>(6)</sup> 12/20/2006  | Common Stock | 16,875    |
| Employee Stock Options | \$ 3.1111      | 02/09/2005 | M <sup>(4)</sup> | 1,335,116 | <sup>(8)</sup> 03/23/2009  | Common Stock | 1,335,116 |
| Employee Stock Options | \$ 3.037       | 02/09/2005 | M <sup>(4)</sup> | 66,261    | <sup>(9)</sup> 04/30/2009  | Common Stock | 66,261    |
| Employee Stock Options | \$ 1.8148      | 02/09/2005 | M <sup>(4)</sup> | 902,801   | <sup>(10)</sup> 05/22/2010 | Common Stock | 902,801   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| KELLY BRIAN G<br>C/O ACTIVISION, INC.<br>3100 OCEAN PARK BOULEVARD<br>SANTA MONICA, CA 90405 | X             |           | Co-Chairman |       |

## Signatures

/s/ George L. Rose (as 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) Represents Common Stock acquired/disposed by Ocean Front LLC, of which the reporting person is a member. Reporting person is the direct beneficial owner of 853,056 shares of Common Stock and an indirect beneficial owner of 63,249 shares of common stock by virtue of his being a member of Delmonte Investments LLC.
  - (2) Represents options to buy Common Stock held by Ocean Front LLC, of which the reporting person is a member.
  - (3) Acquisition/Disposition of shares by Ocean Front LLC, of which the reporting person is a member.

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- Exercise of options to purchase Common Stock by Ocean Front LLC, of which the reporting person is a member. These options were originally issued to the reporting person and subsequently transferred to Ocean Front LLC, and therefore the form of ownership of these options changed from direct to indirect. In accordance with Rule 16a-13, changes in the form of ownership are not required to be reported in a Form 4 or Form 5.
- (4) The options vested on 4/1/96.
  - (5) The options vested on 12/20/96.
  - (6) The options vested on 4/1/96.
  - (7) The options vested in five equal installments beginning on 3/23/99.
  - (8) The options vested on 4/30/99.
  - (9) The options vested as to 375,000 shares on 5/22/00 and vest as to the remaining 1,125,000 shares in 36 equal monthly installments beginning 6/22/00.

### **Remarks:**

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

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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