

NOLAN PETER J
Form 4
October 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
NOLAN PETER J

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

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

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

(Street)

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

SANTA MONICA, CA 90405

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.000001 per share ⁽¹⁾	10/01/2007		A		5,000 _{(1) (2)} A \$ 0 51,666 ₍₃₎	D	

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

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SEC 1474 (9-02)

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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 or Number of Shares
Director Stock Options	\$ 22.19	10/01/2007		A	10,000	<u>(4)</u> 10/01/2017	Common Stock, par value \$0.000001 per share 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOLAN PETER J C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	X			

Signatures

/s/ George L. Rose*** 10/03/2007

**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) This grant was for 5,000 restricted stock units, each representing the conditional right to receive one share of Activision Common Stock.
- (2) These restricted stock units will vest with respect to one-fourth of the shares on each of January 1, 2008, April 1, 2008, July 1, 2008 and October 1, 2008.
- (3) Following the grant reported on this Form 4, Mr. Nolan held (a) 46,666 shares of Activision common stock and (b) 5,000 restricted stock units representing the conditional right to receive Activision common stock.
- (4) These options will vest with respect to one-fourth of the shares on each of January 1, 2008, April 1, 2008, July 1, 2008 and October 1, 2008.

Remarks:

***George L. Rose was granted a power of attorney to sign all Forms 3, 4 and 5 on behalf of Mr. Nolan.

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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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