

ACTIVISION INC /NY

Form 4

February 11, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWE MICHAEL J

(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
____X____ Officer (give title below) ____ Other (specify below)

Ex. VP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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		90,000	A	\$ 12.1822	96,750	D
Common Stock, par value \$.000001 per share	02/09/2005		M		3,864	A	\$ 11.8667	100,614	D
Common Stock, par	02/09/2005		M		20,630	A	\$ 6.0089	121,244	D

value
\$.000001
per share

Common
Stock, par

value 02/09/2005

M

28,125

A

\$ 6.1852 149,369

D

\$.000001
per share

Common
Stock, par

value 02/09/2005

S

142,619

D

\$ 23.06 6,750

D

\$.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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 12.1822	02/09/2005		M		90,000		<u>(1)</u>	03/25/2012	Common Stock	90,000
Employee Stock Options	\$ 11.8667	02/09/2005		M		3,864		06/24/2002	06/24/2012	Common Stock	3,864
Employee Stock Options	\$ 6.0089	02/09/2005		M		20,630		<u>(2)</u>	04/11/2013	Common Stock	20,630
Common Stock	\$ 6.1852	02/09/2005		M		28,125		<u>(3)</u>	04/04/2011	Common Stock	28,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE MICHAEL J C/O ACTIVISION, INC. 3100 OCEAN PARK BLVD SANTA MONICA, CA 90405			Ex. VP, Human Resources	

Signatures

/s/ Michael J.

Rowe

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) Options to purchase 90,000 shares of Common Stock have vested. The balance will vest in two equal installments on 4/1/05 and 4/1/06.
- (2) One half of the option vests in three equal annual installments beginning on April 1, 2004. The second half of the option will vest on April 1, 2009, however, the second half of the option may vest on an accelerated basis if certain earning and other financial goals are met.
- (3) The options vested in four equal installment on each of 10/1/01, 4/1/02, 10/1/02 and 4/1/03, except that the third and fourth installments may have vested on an accelerated basis if the issuer achieved certain earnings goals.

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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