

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGADO ROBERT J

(Last) (First) (Middle)

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
☐ Officer (give title below) ☐ Other (specify below)

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)
Common Stock, par value \$.000001 per share	02/09/2005		M	56,253	A \$ 4,1111	90,378	D ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M	11,250	A \$ 3,4963	101,628	D ⁽¹⁾
Common Stock, par	02/09/2005		M	32,497	A \$ 3.4074	134,125	D ⁽¹⁾

value
\$.000001
per share

Common
Stock, par

value 02/09/2005 S 100,000 D \$ 23.06 34,125 D ⁽¹⁾
\$.000001
per share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Director Warrants	\$ 4.1111	02/09/2005		M	56,253	⁽²⁾ 02/27/2007	Common Stock	56,253
Director Stock Options	\$ 3.4963	02/09/2005		M	11,250	⁽³⁾ 02/27/2007	Common Stock	11,250
Director Stock Options	\$ 3.4074	02/09/2005		M	32,497	⁽⁴⁾ 12/11/2008	Common Stock	32,497

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGADO ROBERT J 3100 OCEAN PARK BLVD SANTA MONICA, CA 90405	X			

Signatures

/s/ Robert J.
Morgado

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) In June 2003, the Reporting Person transferred all shares of Common Stock owned by the Morgado Family Partnership (which the Reporting Person reported as indirectly owning) into direct ownership by the Reporting Person. In accordance with Rule 16a-13, changes in the form of ownership are not required to be immediately reported in a Form 4 or Form 5. Furthermore, the Reporting Person's Form 4 filings since November 19, 2002, have not taken into account the two, 3:2 stock splits of the Company's stock occurring on June 9, 2003 and March 16, 2004, with respect to the 12,500 shares of Common Stock formerly owned by the Morgado Family Partnership. This filing corrects that oversight.

(2) These warrants, granted automatically under the issuer's Director Warrant Plan, vested 25% on the first anniversary of the date of grant and 12.5% each six months thereafter. Warrants expire on the tenth anniversary of the date of issuance or earlier upon a director's resignation or removal.

(3) These options vested in five equal annual installments beginning on 2/27/98.

(4) These options vested in five equal annual installments beginning on 12/11/99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.