

ACTIVISION INC /NY
Form 5
May 15, 2008

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KOTICK ROBERT A

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
ACTIVISION INC /NY [ATVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2008

SANTA MONICA, CA 90405

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.00001 per share	11/27/2007	Â	G ⁽¹⁾	3,178 D \$ 0	4,475,288 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par value \$0.00001 per share	12/24/2007	Â	G ⁽⁴⁾	51,195 D \$ 0	4,475,288 ⁽²⁾	I	See footnote ⁽³⁾

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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 Security (Instr. 3 and 4)	Amount of Underlying Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Options	\$ 6.542	06/24/2007 ⁽⁷⁾	Â	J ⁽⁷⁾	175,081 ⁽⁷⁾	Â	Â ⁽⁵⁾	04/04/2011	Common Stock, par value \$0.00001 per share	175
Employee Stock Options	\$ 7.7344	06/24/2007 ⁽⁷⁾	Â	J ⁽⁷⁾	675,236 ⁽⁷⁾	Â	Â ⁽⁵⁾	04/29/2014	Common Stock, par value \$0.00001 per share	675
Employee Stock Options	\$ 13.328	06/24/2007 ⁽⁸⁾	Â	J ⁽⁸⁾	140,170 ⁽⁸⁾	Â	Â ⁽⁵⁾	06/20/2015	Common Stock, par value \$0.00001 per share	140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTICK ROBERT A C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	Â X	Â	Â Chairman & CEO	Â

Signatures

George L. Rose*** 05/15/2008

**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) Reflects transfer of Company common stock to the 8986C Trust, an irrevocable trust established by Mr. Kotick and his wife for the benefit of their minor children, of which Mr. Kotick is neither a trustee nor a beneficiary. Mr. Kotick disclaims beneficial ownership with respect to all Company securities held by such trust.
- (2) On October 10, 2005, there was a 4-for-3 split of the Company common stock, resulting in Mr. Kotick owning an additional 1,132,415 shares of Company common stock. This aggregate amount includes 112,441 shares held by Delmonte Investments, L.L.C. and 487,104 shares held by the 1011 Foundation, Inc., a charitable foundation; Mr. Kotick is a controlling person of each such entity and has voting and investment power with respect to the securities held by each such entity.
- (3) This aggregate amount includes 112,441 shares held by Delmonte Investments, L.L.C. and 487,104 shares held by the 1011 Foundation, Inc., a charitable foundation; Mr. Kotick is a controlling person of each such entity and has voting and investment power with respect to the securities held by each such entity.
- (4) Reflects transfer of Company common stock to the 1011 Foundation, Inc.
- (5) The option was exercisable in full as of the date of this Form 5 filing.
- (6) On December 14, 2007, the options of this class which were transferred to the 75260G Trust, of which Mr. Kotick is the trustee and the sole lifetime beneficiary and in which his children hold remainder interests, were cancelled and options identical thereto but for the exercise price were issued in replacement thereof. The holdings reported on this Form 5 reflect those replacement options notwithstanding that the transfer occurred prior to such cancellation and issuance.
- (7) Mr. Kotick transferred these options to the 75260G Trust on June 24, 2007.
- (8) Mr. Kotick transferred 339,687 options of this class to the 75260G Trust on June 24, 2007. On June 29, 2007, 199,517 options of this class were transferred back to Mr. Kotick from the 75260G Trust pursuant to the terms of the trust document, leaving 140,170 of such options in the 75260G Trust.

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Remarks:

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

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