

KUMAGAI LINDA
Form 4
June 03, 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 *
KUMAGAI LINDA

(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)
06/01/2005

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)
VP-Finance & Corp Controller

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	(D)	Price
Common Stock	06/01/2005		M		11,000	A	\$ 4.5067
Common Stock	06/01/2005		M		7,500	A	\$ 4.5067
Common Stock	06/01/2005		M		2,667	A	\$ 11.4375
Common Stock	06/01/2005		S		21,167	D	\$ 15.85
					11,900	D	
					19,400	D	
					22,067	D	
					900	D	

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 or Number of Shares
Employee Stock Options	\$ 4.5067	06/01/2005		M	11,000	<u>(1)</u>	04/11/2013	Common Stock	11,000
Employee Stock Options	\$ 4.5067	06/01/2005		M	7,500	<u>(2)</u>	04/11/2013	Common Stock	7,500
Employee Stock Options	\$ 11.4375	06/01/2005		M	2,667	<u>(3)</u>	04/15/2014	Common Stock	2,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUMAGAI LINDA C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405			VP-Finance & Corp Controller	

Signatures

/s/ Linda Kumagai
Date: 06/03/2005

**Signature of Reporting Person

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).

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- 50% of the option vests in three equal installments beginning on April 1, 2004 with the remainder 50% of the option vesting on April 9, 2004. However, the 50% that vests on April 1, 2009, may be accelerated if certain financial goals are met. An additional 16.67% of the option vested on April 1, 2004 and an additional 25% of the option vested on May 6, 2004 because certain financial goals for fiscal year 2004 were met.
- (1)
 - (2) 25% of the options vest on each of May 1, 2005, 2006, 2007, and 2008.
 - (3) The option vests in full on April 15, 2007. One half of the option may vest on an accelerated basis if certain financial goals are met.

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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