

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 *
Tippl Thomas

(Last) (First) (Middle)

C/O ACTIVISION PUBLISHING, 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2008

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)
CFO-Activision Publishing

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	03/31/2008	^	G ⁽¹⁾	96,712 D \$ 0 0		D	^
Common Stock, par value	03/31/2008	^	G ⁽¹⁾	96,712 A \$ 0 96,712 ⁽²⁾		I	See footnote ⁽³⁾

\$0.00001
per share

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Options	\$ 15.21	03/31/2008	∅	G ⁽¹⁾	∅	800,000	∅	∅ ⁽⁴⁾	10/03/2015	Common Stock, par value \$0.00001 per share
Employee Stock Options	\$ 15.21	03/31/2008	∅	G ⁽¹⁾	∅	800,000	∅	∅ ⁽⁴⁾	10/03/2015	Common Stock, par value \$0.00001 per share
Employee Stock Options	\$ 13.61	03/31/2008	∅	G ⁽¹⁾	∅	100,000	∅	∅ ⁽⁵⁾	04/21/2016	Common Stock, par value \$0.00001 per share
Employee Stock Options	\$ 13.61	03/31/2008	∅	G ⁽¹⁾	∅	100,000	∅	∅ ⁽⁵⁾	04/21/2016	Common Stock, par value \$0.00001 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tippl Thomas C/O ACTIVISION PUBLISHING, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	∅	∅	∅	CFO-Activision Publishing ∅

Signatures

/s/ Thomas Tippl

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) On March 31, 2008, Mr. Tippl transferred his holdings in the Company's securities to the Thomas and Laura Tippl Family Trust. Mr. and Mrs. Tippl are co-trustees of such trust and share voting and investment power with respect to those securities.
- (2) Following the transactions reported on this Form 5, Mr. Tippl (through the Thomas and Laura Tippl Family Trust) holds 96,712 restricted shares of the Company's common stock.
- (3) These shares are held by the Thomas and Laura Tippl Family Trust.

The first tranche of 266,667 of these options vests with respect to 20% of the shares on each of October 3, 2006, 2007, 2008, 2009 and 2010. The second tranche of 266,667 of these options vests in full on October 3, 2010, subject to the possible earlier vesting of (a) options with respect to 25% of the shares following fiscal 2007 if the Company were to meet or exceed a corporate operating income target

- (4) established by the Compensation Committee for such year and (b) options with respect to 35% of the shares following fiscal 2008 if the Company were to meet or exceed a corporate operating income target established by the Compensation Committee for such year. The corporate operating income target was achieved for fiscal 2007, and, accordingly, options with respect to 25% of the shares vested on May 15, 2007. The third tranche of 266,666 of these options vests on October 3, 2010.

These options vest in full on April 1, 2010, subject to the possible earlier vesting of (a) options with respect to 25% of the shares following fiscal 2007 if the Company were to meet or exceed a corporate operating income target established by the Compensation

- (5) Committee for such year and (b) options with respect to 35% of the shares following fiscal 2008 if the Company were to meet or exceed a corporate operating income target established by the Compensation Committee for such year. The corporate operating income target was achieved for fiscal 2007, and, accordingly, options with respect to 25% of the shares vested on May 15, 2007.
- (6) These options are held by the Thomas and Laura Tippl Family Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.