Goldstein Lainie Form 4 June 16, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires:

2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Goldstein Lainie Issuer Symbol TAKE TWO INTERACTIVE (Check all applicable) SOFTWARE INC [TTWO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O TAKE-TWO INTERACTIVE 06/15/2009 Chief Financial Officer SOFTWARE, INC., 622 **BROADWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10012

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

| (City)                               | (State)                                 | Zip) Table  | e I - Non-D                            | erivative                             | Secur | ities Acqu | iired, Disposed of   | , or Beneficiall   | y Owned   |
|--------------------------------------|---|---|--|---------------------------------------|-------|------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securi<br>r(A) or Di<br>(Instr. 3, | spose | d of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common                               |   |   | Code V                                 | Amount                                | (D)   | Price      | (Instr. 3 and 4)   |  |   |
| Stock                                | 06/15/2009                              |   | S                                      | 78 <u>(1)</u>                         | D     | \$ 7.73    | 91,979   | D  |   |
| Common<br>Stock                      | 06/15/2009                              |   | S                                      | 6 (1)                                 | D     | \$ 7.69    | 91,973   | D  |   |
| Common<br>Stock                      | 06/15/2009                              |   | S                                      | 100 (1)                               | D     | \$ 7.7     | 91,873   | D  |   |
| Common<br>Stock                      | 06/15/2009                              |   | S                                      | 1,424<br>(1)                          | D     | \$ 7.71    | 90,449   | D  |   |
|                                      | 06/15/2009                              |   | S                                      | 300 (1)                               | D     |            | 90,149   | D  |   |

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Common \$ Stock 7.715

Common Stock S 2,900 D \$ 7.72 87,249 D

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

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(9-02)

8. Price of

Derivative

Security

(Instr. 5)

9. Nu

Deriv

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |      | ate        | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 an | f<br>g | 1 |
|---|---|--------------------------------------|---|--|---|------|------------|---|--------|---|
|   |   |                                      |   |  |   | Date | Expiration | Amor  | ount   |   |

Date Expiration Title Number

Exercisable Date of Shares

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goldstein Lainie

C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.

622 BROADWAY

NEW YORK, NY 10012

Chief Financial Officer

# **Signatures**

/s/ Lanie Goldstein 06/16/2009

\*\*Signature of Date
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).

Reporting Owners 2

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The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person and (1) were effected to satisfy the reporting person's tax withholding obligations upon the vesting of previously granted shares of restricted stock.

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.