

ACTIVISION INC /NY

Form 4

May 14, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kaminsky Robin

(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. Date of Earliest Transaction
(Month/Day/Year)
05/12/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
EVP, Publishing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 \$0.00001 per share	05/12/2008		M	150,033 A	\$ 10.8075 181,733	D	
Common Stock, par value \$0.00001 per share	05/12/2008		S	150,033 D	\$ 31 31,700	D	
	05/13/2008		M	63,301 A	95,001	D	

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Common Stock, par value \$0.00001 per share					\$ 10.8075		
Common Stock, par value \$0.00001 per share	05/13/2008	S	63,301	D	\$ 31	31,700	D
Common Stock, par value \$0.00001 per share	05/13/2008	M	20,000	A	\$ 13.61	51,700	D
Common Stock, par value \$0.00001 per share	05/13/2008	S	20,000	D	\$ 31	31,700	D
Common Stock, par value \$0.00001 per share	05/13/2008	M	66,667	A	\$ 15.142	98,367	D
Common Stock, par value \$0.00001 per share	05/13/2008	S	66,667	D	\$ 31	31,700	D
Common Stock, par value \$0.00001 per share	05/13/2008	M	25,000	A	\$ 15.142	56,700	D
Common Stock, par value \$0.00001 per share	05/13/2008	S	25,000	D	\$ 31	31,700 ⁽¹⁾	D ⁽²⁾

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

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(9-02)

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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 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 Number Shares
Employee Stock Options	\$ 10.8075	05/12/2008		M		150,033		<u>(3)</u>	05/02/2015	Common Stock, par value \$0.00001 per share	150,033
Employee Stock Options	\$ 10.8075	05/13/2008		M		63,301		<u>(3)</u>	05/02/2015	Common Stock, par value \$0.00001 per share	63,301
Employee Stock Options	\$ 13.61	05/13/2008		M		20,000		<u>(4)</u>	04/21/2016	Common Stock, par value \$0.00001 per share	20,000
Employee Stock Options	\$ 15.142	05/13/2008		M		66,667		<u>(5)</u>	10/19/2016	Common Stock, par value \$0.00001 per share	66,667
Employee Stock Options	\$ 15.142	05/13/2008		M		25,000		<u>(6)</u>	10/19/2016	Common Stock, par value \$0.00001 per share	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kaminsky Robin C/O ACTIVISION PUBLISHING, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	EVP, Publishing

Signatures

/s/ Robin
Kaminsky

05/14/2008

 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) Following the transactions reported on this Form 4, Ms. Kaminsky holds (a) 7,395 shares of the Company's common stock (including 524 shares she purchased on March 31, 2008 through the Company's employee stock purchase plan) and (b) 24,305 restricted shares of the Company's common stock.

(2) On May 6, 2008, Ms. Kaminsky transferred her holdings in the Company's securities to the Bogen Family Trust. She continues to hold those securities as her sole and separate property and does not share voting or investment power with respect thereto.

These options vest with respect to 20% of the shares on each of May 1, 2006, 2007, 2008, 2009 and 2010, subject to the possible earlier vesting of options with respect to an additional 20% of the shares following each of fiscal 2006 and 2007 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 20% of the shares vested on May 15, 2007, in addition to the options with respect to 20% of the shares that vested in accordance with that vesting schedule on May 1, 2007.

(3) 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 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

(4) These options vest with respect to one-third of the shares on each of October 19, 2007, 2008 and 2009.

These options vest in full on October 19, 2009, subject to the possible earlier vesting of options with respect to 25% of the shares following each of fiscal 2007 and 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.

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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