

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>ROSE GEORGE L</u>  (Last) (First) (Middle) <u>C/O BRYAN COVE LLP</u> <u>1290 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10104-3300</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACTIVISION INC /NY [ ATVI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Sr. Vice Pres &amp; Gen. Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock, par value \$.000001 per share	02/09/2005		M		20,500	A	\$8	20,500	D	
Common Stock, par value \$.000001 per share	02/09/2005		M		12,378	A	\$6.0089	32,878	D	
Common Stock, par value \$.000001 per share	02/09/2005		M		40,500	A	\$6.1852	73,378	D	
Common Stock, par value \$.000001 per share	02/09/2005		S		73,378	D	\$23.06	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Options	\$8	02/09/2005		M		20,500	(1)	11/20/2002	Common Stock	20,500	\$0	69,500	D	
Employee Stock Option	\$6.0089	02/09/2005		M		12,378	(2)	04/11/2013	Common Stock	12,378	\$0	17,322	D	
Employee Stock Options	\$6.1852	02/09/2005		M		40,500	(3)	04/04/2011	Common Stock	40,500	\$0	0	D	

**Explanation of Responses:**

- 45,000 of the options have vested. The balance will vest in two equal annual installments on 11/20/05 and 11/20/06.
- One half of the option vests in three equal annual installments beginning on April 1, 2004. The second half of the option will vest on April 1, 2009, however, the second half of the option may vest on an accelerated basis if certain earning and other financial goals are met.
- The options vested in four equal installments on each of 10/1/00, 4/1/01, 10/1/01 and 4/1/02.

/s/ George L. Rose

02/11/2005

\*\* Signature of Reporting Person

Date

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

\* 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).

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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