

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>KELLY BRIAN G</u> (Last) (First) (Middle) <u>C/O ACTIVISION, INC.</u> <u>3100 OCEAN PARK BOULEVARD</u> (Street) <u>SANTA MONICA CA 90405</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Co-Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options	\$13.08 ⁽¹⁾	12/14/2007		D		339,687		(2)	06/20/2015	Common Stock, par value \$0.0001 per share	339,687	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$13.328 ⁽¹⁾	12/14/2007		A		339,687		(3)	06/20/2015	Common Stock, par value \$0.0001 per share	339,687	\$0 ⁽¹⁾	339,687	D	
Employee Stock Options	\$6.9025 ⁽¹⁾	12/14/2007		D		351,648		(4)	04/08/2012	Common Stock, par value \$0.0001 per share	351,648	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$7.87 ⁽¹⁾	12/14/2007		A		351,648		(3)	04/18/2012	Common Stock, par value \$0.0001 per share	351,648	\$0 ⁽¹⁾	351,648	D	
Employee Stock Options	\$5.735 ⁽¹⁾	12/14/2007		D		1,400,000		(5)	07/22/2012	Common Stock, par value \$0.0001 per share	1,400,000	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$6.688 ⁽¹⁾	12/14/2007		A		1,400,000		(3)	07/22/2012	Common Stock, par value \$0.0001 per share	1,400,000	\$0 ⁽¹⁾	1,400,000	D	
Employee Stock Options	\$3.4792 ⁽¹⁾	12/14/2007		D		175,081		(6)	04/04/2011	Common Stock, par value \$0.0001 per share	175,081	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$6.542 ⁽¹⁾	12/14/2007		A		175,081		(3)	04/04/2011	Common Stock, par value \$0.0001 per share	175,081	\$0 ⁽¹⁾	175,081	D	
Employee Stock Options	\$3.4792 ⁽¹⁾	12/14/2007		D		700,309		(6)	04/04/2011	Common Stock, par value \$0.0001 per share	700,309	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$6.542 ⁽¹⁾	12/14/2007		A		700,309		(3)	04/04/2011	Common Stock, par value \$0.0001 per share	700,309	\$0 ⁽¹⁾	700,309	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options	\$1.75 ⁽¹⁾	12/14/2007		D			3,626,460	(7)	03/23/2009	Common Stock, par value \$0.0001 per share	3,626,460	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$2.063 ⁽¹⁾	12/14/2007		A		3,626,460		(3)	03/23/2009	Common Stock, par value \$0.0001 per share	3,626,460	\$0 ⁽¹⁾	3,626,460	D	
Employee Stock Options	\$4.1667 ⁽¹⁾	12/14/2007		D			178,201	(8)	10/01/2011	Common Stock, par value \$0.0001 per share	178,201	\$0 ⁽¹⁾	0	D	
Employee Stock Options	\$5.29 ⁽¹⁾	12/14/2007		A		178,201		(3)	10/01/2011	Common Stock, par value \$0.0001 per share	178,201	\$0 ⁽¹⁾	178,201	D	
Employee Stock Options	\$5.29 ⁽¹⁾	12/14/2007		D			141,142	(3)	10/01/2011	Common Stock, par value \$0.0001 per share	141,142	\$0 ⁽¹⁾	37,059	D	

Explanation of Responses:

- The transactions reported herein as acquisitions and dispositions reflect adjustments to exercise prices of options previously issued to the reporting person following the redetermination of measurement dates and exercise prices previously reported by Activision in its Form 10-K/A for the fiscal year ended March 31, 2005.
- The option, which was granted on June 20, 2005, was exercisable in full as of June 20, 2007.
- As the original option (reported herein as a cancelled option) was exercisable in full on the date on which it was cancelled, the option as amended (reported herein as an option issued in replacement thereof) was exercisable in full on the date of amendment (reported herein as the date of grant).
- The option, which was granted on April 8, 2002, was exercisable in full as of the date of grant.
- The option, which was granted on July 22, 2002, was exercisable in full as of June 22, 2006.
- The option, which was granted on April 4, 2001, was exercisable in full as of May 3, 2001.
- The option, which was granted on March 23, 1999, was exercisable in full as of April 18, 2000.
- The option, which was granted on October 1, 2001, was exercisable in full as of the date of grant.

Remarks:

***George L. Rose was granted a power of attorney to sign all Forms 4 and 5 on behalf of the reporting person

George L. Rose***

12/14/2007

** 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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