

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* KELLY BRIAN G (Last) (First) (Middle) C/O ACTIVISION, 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]	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) Co-Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005	
	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			
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		101,925	A	\$3.8519	101,925	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		33,750	A	\$3.1289	135,675	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		43,272	A	\$3.2741	178,947	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		16,875	A	\$3.1289	195,822	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		1,335,116	A	\$3.1111	1,530,938	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		66,261	A	\$3.037	1,597,199	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M ⁽³⁾		902,801	A	\$1.8148	2,500,000	I	See ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		S ⁽³⁾		2,500,000	D	\$23.06	0	I	See ⁽¹⁾

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	\$3.8519	02/09/2005		M ⁽⁴⁾			101,925	(5)	04/01/2006	Common Stock	101,925	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$3.1289	02/09/2005		M ⁽⁴⁾			33,750	(6)	12/20/2006	Common Stock	33,750	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$3.2741	02/09/2005		M ⁽⁴⁾			43,272	(7)	07/17/2006	Common Stock	43,272	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$3.1289	02/09/2005		M ⁽⁴⁾			16,875	(6)	12/20/2006	Common Stock	16,875	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$3.1111	02/09/2005		M ⁽⁴⁾			1,335,116	(8)	03/23/2009	Common Stock	1,335,116	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$3.037	02/09/2005		M ⁽⁴⁾			66,261	(9)	04/30/2009	Common Stock	66,261	\$0	0	I	See ⁽²⁾
Employee Stock Options	\$1.8148	02/09/2005		M ⁽⁴⁾			902,801	(10)	05/22/2010	Common Stock	902,801	\$0	0	I	See ⁽²⁾

Explanation of Responses:

1. Represents Common Stock acquired/disposed of by Ocean Front LLC, of which the reporting person is a member. Reporting person is the direct beneficial owner of 853,056 shares of Common Stock and an indirect beneficial owner of 63,249 shares of common stock by virtue of his being a member of Delmonte Investments LLC.
2. Represents options to buy Common Stock held by Ocean Front LLC, of which the reporting person is a member.
3. Acquisition/Disposition of shares by Ocean Front LLC, of which the reporting person is a member.
4. Exercise of options to purchase Common Stock by Ocean Front LLC, of which the reporting person is a member. These options were originally issued to the reporting person and subsequently transferred to Ocean Front LLC, and therefore the form of ownership of these options changed from direct to indirect. In accordance with Rule 16a-13, changes in the form of ownership are not required to be reported in a Form 4 or Form 5.
5. The options vested on 4/1/96.

6. The options vested on 12/20/96.
7. The options vested on 4/1/96.
8. The options vested in five equal installments beginning on 3/23/99.
9. The options vested on 4/30/99.
10. The options vested as to 375,000 shares on 5/22/00 and vest as to the remaining 1,125,000 shares in 36 equal monthly installments beginning 6/22/00.

Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Mr. Kelly.

/s/ George L. Rose (as Attorney-
In-Fact) 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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