

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>GOLDBERG LAWRENCE</u> (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 <u>ACTIVISION INC / NY [ATVI]</u> 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Ex VP-Worldwide Studios 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.000001 per share	01/29/2004		M		434	A	\$6.0555	2,949	D	
Common Stock, par value \$.000001 per share	01/29/2004		S		434	D	\$19.34	2,515	D	
Common Stock, par value \$.000001 per share	01/29/2004		M		12,766	A	\$6.0555	15,281	D	
Common Stock, par value \$.000001 per share	01/29/2004		S		12,766	D	\$19.3	2,515	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
Employee Stock Options	\$6.0555	01/29/2004		M		13,200		07/01/2001 ⁽¹⁾	01/20/2011	Common Stock	13,200	\$0	95,000	D	

Explanation of Responses:

1. One fifth of the option vested on July 1, 2001. One-tenth of the option vests every six months beginning on January 1, 2002 for three years with the last one fifth of the option vesting over the last six months.

Remarks:

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

/s/ George L. Rose (Attorney-In-Fact) 01/30/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.