

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 February 20, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELNICK STRAUSS

2. Issuer Name and Ticker or Trading Symbol
TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC., 622 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(Street)
NEW YORK, NY 10012

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/18/2014 | | M ⁽¹⁾ | | 2,009,075 | A | \$ 14.74 | 3,903,825 ⁽³⁾ | I | By Zelnick Media Corporation ⁽³⁾ |
| Common Stock | 02/18/2014 | | F ⁽¹⁾ | | 1,451,656 | D | \$ 20.4 | 2,452,169 ⁽³⁾ | I | By Zelnick Media Corporation ⁽³⁾ |
| Common Stock | 02/19/2014 | | S ⁽¹⁾ | | 282,904 | D | \$ 20.04 | 2,169,265 ⁽³⁾ | I | By Zelnick Media |

| | (2) | | Corporation (3) |
|--------------|-------------|---|---|
| Common Stock | 135,000 (4) | I | By Wendy Jay Belzberg 2012 Family Trust (4) |
| Common Stock | 67,125 (5) | I | By Zelnick Belzberg Living Trust (5) |

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

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(9-02)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 14.74 | 02/18/2014 | | M(1) | 2,009,075 | 09/27/2007 08/27/2017 | Common Stock | 2,009,075 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELNICK STRAUSS C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012 | X | | Chairman, CEO | |

Signatures

Strauss Zelnick 02/20/2014

**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).

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by ZelnickMedia Corporation ("ZelnickMedia"). The transactions include (1) the exercise by ZelnickMedia, on a "net exercise" basis, of its stock options to acquire

(1) 2,009,075 shares of the Issuer's common stock originally granted under that certain Non-Qualified Stock Option Agreement, dated August 27, 2007, by and between the Issuer and ZelnickMedia, and (2) the sale of 282,904 shares of the Issuer's common stock acquired upon such exercise (the proceeds of which ZelnickMedia used to pay taxes incurred by ZelnickMedia resulting from such exercise).

Represents a weighted average sales price; the sales prices ranged from \$20.00 to \$20.41. Upon request, the full sale information

(2) regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

(3) Represents securities held directly by ZelnickMedia (such securities are not held individually by Mr. Zelnick).

(4) Represents 135,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such shares are indirectly held by Mr. Zelnick).

(5) Represents 67,125 shares of Common Stock held by Zelnick/Belzberg Living Trust (such shares are indirectly held by Mr. Zelnick).

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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