

KRAUSS SETH D
Form 4
December 31, 2008

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 *
KRAUSS SETH D

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP and General Counsel

C/O TAKE-TWO INTERACTIVE SOFTWARE, INC., 622 BROADWAY

(Street)

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

NEW YORK, NY 10012

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/29/2008 | | S | 2,950 (1) D | \$ 7.38 | 50,758 | D |
| Common Stock | 12/29/2008 | | S | 1,271 (1) D | \$ 7.4 | 49,487 | D |
| Common Stock | 12/29/2008 | | S | 117 (1) D | \$ 7.5 | 49,370 | D |
| Common Stock | 12/29/2008 | | S | 51 (1) D | \$ 7.505 | 49,319 | D |
| | 12/29/2008 | | S | 712 (1) D | \$ 7.51 | 48,607 | D |

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| | | | | | | | |
|--------------|------------|---|------------------|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/29/2008 | S | 670 <u>(1)</u> | D | \$ 7.52 | 47,937 | D |
| Common Stock | 12/29/2008 | S | 473 <u>(1)</u> | D | \$ 7.53 | 47,464 | D |
| Common Stock | 12/29/2008 | S | 641 <u>(1)</u> | D | \$ 7.535 | 46,823 | D |
| Common Stock | 12/29/2008 | S | 1,032 <u>(1)</u> | D | \$ 7.54 | 45,791 | D |
| Common Stock | 12/29/2008 | S | 102 <u>(1)</u> | D | \$ 7.545 | 45,689 | D |
| Common Stock | 12/29/2008 | S | 1,075 <u>(1)</u> | D | \$ 7.75 | 44,614 | D |
| Common Stock | 12/29/2008 | S | 51 <u>(1)</u> | D | \$ 7.755 | 44,563 | D |
| Common Stock | 12/29/2008 | S | 969 <u>(1)</u> | D | \$ 7.76 | 43,594 | D |
| Common Stock | 12/29/2008 | S | 280 <u>(1)</u> | D | \$ 7.77 | 43,314 | D |
| Common Stock | 12/29/2008 | S | 6 <u>(1)</u> | D | \$ 7.775 | 43,308 | D |
| Common Stock | 12/29/2008 | S | 52 <u>(1)</u> | D | \$ 7.78 | 43,256 | D |
| Common Stock | 12/29/2008 | S | 305 <u>(1)</u> | D | \$ 7.785 | 42,951 | D |
| Common Stock | 12/29/2008 | S | 76 <u>(1)</u> | D | \$ 7.79 | 42,875 | D |
| Common Stock | 12/29/2008 | S | 318 <u>(1)</u> | D | \$ 7.83 | 42,557 | D |
| Common Stock | 12/29/2008 | S | 13 <u>(1)</u> | D | \$ 7.84 | 42,544 | D |
| Common Stock | 12/29/2008 | S | 335 <u>(1)</u> | D | \$ 7.85 | 42,209 | D |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Derivatives 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivatives Owned, Followed, Reported, or Transacted (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAUSS SETH D C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012 | | | Exec VP and General Counsel | |

Signatures

/s/ Seth D. Krauss 12/30/2008

**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).

(1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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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