

KRAUSS SETH D
Form 4
December 31, 2008

FORM 4

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

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

OMB APPROVAL

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(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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(9-02)

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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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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