

Dale Gary  
 Form 4  
 February 04, 2009

**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 \*  
 Dale Gary

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)  
 02/02/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/02/2009		S	1,500 <sup>(1)</sup>	D \$ 6.97	113,201	D
Common Stock	02/02/2009		S	100 <sup>(1)</sup>	D \$ 6.96	113,101	D
Common Stock	02/02/2009		S	100 <sup>(1)</sup>	D \$ 6.975	113,001	D
Common Stock	02/02/2009		S	200 <sup>(1)</sup>	D \$ 6.985	112,801	D
	02/02/2009		S	700 <sup>(1)</sup>	D \$ 6.98	112,101	D

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Common Stock							
Common Stock	02/02/2009	S	100 <u>(1)</u>	D	\$ 6.99	112,001	D
Common Stock	02/02/2009	S	100 <u>(1)</u>	D	\$ 7.15	111,901	D
Common Stock	02/02/2009	S	100 <u>(1)</u>	D	\$ 7.14	111,801	D
Common Stock	02/02/2009	S	300 <u>(1)</u>	D	\$ 7.1225	111,501	D
Common Stock	02/02/2009	S	333 <u>(1)</u>	D	\$ 7.13	111,168	D
Common Stock	02/02/2009	S	300 <u>(1)</u>	D	\$ 7.115	110,868	D

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

**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 control number.**

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Dale Gary C/O TAKE-TWO INTERACTIVE SOFTWARE, INC 622 BROADWAY			Chief Operating Officer	

NEW YORK, NY 10012

## Signatures

/s/ Gary Dale

02/04/2009

\_\_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 the reporting person and  
(1) were effected to satisfy the reporting person's tax withholding obligations upon the vesting of previously granted shares of restricted stock.

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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