

KRAUSS SETH D
Form 4
December 31, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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SEC 1474
(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 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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