

Goldstein Lainie
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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldstein Lainie

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Financial Officer

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

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		664 ⁽¹⁾	D \$ 7.38	95,534 D
Common Stock	12/29/2008		S		285 ⁽¹⁾	D \$ 7.4	95,249 D
Common Stock	12/29/2008		S		26 ⁽¹⁾	D \$ 7.5	95,223 D
Common Stock	12/29/2008		S		11 ⁽¹⁾	D \$ 7.505	95,212 D
	12/29/2008		S		160 ⁽¹⁾	D \$ 7.51	95,052 D

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Common Stock							
Common Stock	12/29/2008	S	150 <u>(1)</u>	D	\$ 7.52	94,902	D
Common Stock	12/29/2008	S	106 <u>(1)</u>	D	\$ 7.53	94,796	D
Common Stock	12/29/2008	S	144 <u>(1)</u>	D	\$ 7.535	94,652	D
Common Stock	12/29/2008	S	232 <u>(1)</u>	D	\$ 7.54	94,420	D
Common Stock	12/29/2008	S	23 <u>(1)</u>	D	\$ 7.545	94,397	D
Common Stock	12/29/2008	S	241 <u>(1)</u>	D	\$ 7.75	94,156	D
Common Stock	12/29/2008	S	11 <u>(1)</u>	D	\$ 7.755	94,145	D
Common Stock	12/29/2008	S	217 <u>(1)</u>	D	\$ 7.76	93,928	D
Common Stock	12/29/2008	S	63 <u>(1)</u>	D	\$ 7.77	93,865	D
Common Stock	12/29/2008	S	1 <u>(1)</u>	D	\$ 7.775	93,864	D
Common Stock	12/29/2008	S	12 <u>(1)</u>	D	\$ 7.78	93,852	D
Common Stock	12/29/2008	S	68 <u>(1)</u>	D	\$ 7.785	93,784	D
Common Stock	12/29/2008	S	17 <u>(1)</u>	D	\$ 7.79	93,767	D
Common Stock	12/29/2008	S	71 <u>(1)</u>	D	\$ 7.83	93,696	D
Common Stock	12/29/2008	S	3 <u>(1)</u>	D	\$ 7.84	93,693	D
Common Stock	12/29/2008	S	76 <u>(1)</u>	D	\$ 7.85	93,617	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 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
Goldstein Lainie C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012	Chief Financial Officer

Signatures

/s/ Lainie
Goldstein 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).

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.

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