

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVE., SUITE 4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Shares")	01/21/2010		X		783,479	A	\$5.25	9,158,479	<input type="checkbox"/>	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Call Options "right to purchase"	\$5.25	01/21/2010		X		12/17/2009	12/16/2011	Common Stock	783,479	\$0	0	<input type="checkbox"/>	please see footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)
Put Options "obligation to purchase"	\$5.25	01/21/2010		E		12/17/2009	12/16/2011	Common Stock	783,479	\$0	0	<input type="checkbox"/>	please see footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)

1. Name and Address of Reporting Person*
ICAHN CARL C

 (Last) (First) (Middle)
C/O ICAHN ASSOCIATES CORP.
767 FIFTH AVE., SUITE 4700

 (Street)
NEW YORK NY 10153

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HIGH RIVER LIMITED PARTNERSHIP

 (Last) (First) (Middle)
445 HAMILTON AVENUE
SUITE 1210

 (Street)
WHITE PLAINS NY 10601

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BARBERRY CORP.

 (Last) (First) (Middle)
445 HAMILTON AVENUE
SUITE 1210

 (Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hopper Investments LLC](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS LP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS MASTER FUND LP](#)

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GEORGE TOWN, E9 KY1-9001
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS MASTER FUND II L.P.](#)

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND CAYMAN, E9 KY1-9001
CAYMAN ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS MASTER FUND III L.P.](#)

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND CAYMAN, E9 KY1-9001
CAYMAN ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BECKTON CORP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICAHN ENTERPRISES G.P. INC.

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

Explanation of Responses:

- High River Limited Partnership ("High River") directly beneficially owns 1,831,695 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 2,636,815 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 3,135,434 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,127,017 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 427,518 Shares.
- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
- Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- On January 21, 2010, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised American-style call options (the " Call Options") referencing an aggregate of 783,479 underlying Shares. As a result of exercising the Call Options, High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III acquired in the aggregate 783,479 Shares, which are included in the 9,158,479 Shares reported in this Form 4.
- Please reference the Form 4 filing dated January 25, 2010, filed separately by Mr. Icahn, Icahn Enterprises Holdings, IPH, Icahn Capital, Icahn Offshore, and Icahn Onshore.

Remarks:

<u>CARL C. ICAHN</u>	<u>01/25/2010</u>
<u>BARBERRY CORP.</u>	<u>01/25/2010</u>
<u>BECKTON CORP.</u>	<u>01/25/2010</u>
<u>HIGH RIVER LIMITED PARTNERSHIP</u>	<u>01/25/2010</u>
<u>HOPPER INVESTMENTS LLC</u>	<u>01/25/2010</u>
<u>ICAHN ENTERPRISES G.P. INC.</u>	<u>01/25/2010</u>
<u>ICAHN PARTNERS LP</u>	<u>01/25/2010</u>
<u>ICAHN PARTNERS MASTER FUND LP</u>	<u>01/25/2010</u>
<u>ICAHN PARTNERS MASTER FUND II L.P.</u>	<u>01/25/2010</u>
<u>ICAHN PARTNERS MASTER FUND III L.P.</u>	<u>01/25/2010</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.