## 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).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPR	OVAL
OMB Number:	3235-0287
Estimated average bu	rden
hours per response:	0.5

1. Name and Address of Reporting Person* ICAHN CARL C (Last) (First) (Middle)					2. Issuer Name and Ticker or Trading Symbol TAKE TWO INTERACTIVE SOFTWARE INC [ TTWO ] 3. Date of Earliest Transaction (Month/Dav/Year)							(Check all a Dir Off	hip of Reporting P oplicable) ector icer (give title ow)	X 10% C	owner (specify		
C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700					3. Date of Earliest Transaction (Month/Day/Year) 02/05/2010												
(Street) NEW YORK NY 10153			- 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City) (State) (Zip)																	
1. Title of Security (Instr. 3) 2. T Dat		e I - Non-Deriv 2. Transaction Date (Month/Day/Year)	Ative Securit 2A. Deemed Execution Date, if any (Month/Day/Year)		te,	3. Transaction Code (Instr. 8)		4. Securities Acquire Disposed Of (D) (Inst 5)		d (A) or fr. 3, 4 and Benei Follov Repo		nount of rities     6. Ownership       for all y     Form: Direct       d     (D) or Indirect       wing     (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amoun	t	(A) or (D)	Price Tra		saction(s) r. 3 and 4)			
	Stock, par ("Shares")	value \$0.01	02/05/2010				Р		300,0	000 A		\$9.18	10	,872,233	<b>I</b> (1)(2)(3)(4)(5)(6)	please see footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>	
Shares			02/08/2010				Р		800	)	A	<b>\$9.21</b>	10	,873,033	[(1)(2)(3)(5)(6)	please see footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>	
		Ta	ble II - Deriva (e.g., p												d		
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. Trans Code 8)	action (Instr.	of Deri Sec Acq (A) o Disp of (I	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title a Amount Securitie Underlyi Securitie Underlyi Security and 4)		t of es ing ve ∕ (Instr.∶			10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exe	e rcisable	Exp Date	iration		Amoun or Number of Shares				
	d Address of	Reporting Person*															
	HN ASSOO 'H AVE., S	(First) CIATES CORP. UITE 4700	(Middle)														
(Street) NEW YC	ORK	NY	10153														
(City)		(State)	(Zip)														
1. Name and Address of Reporting Person <sup>*</sup> BARBERRY CORP.																	
(Last) 445 HAN SUITE 1	AILTON AV 210	(First) /ENUE	(Middle)														
(Street) WHITE	PLAINS	NY	10601														
(City)		(State)	(Zip)														

1. Name and Address of Reporting Person\*

BECKTON CO	<u>RP</u>	
(Last) 445 HAMILTON A SUITE 1210	(First) VENUE	(Middle)
(Street) WHITE PLAINS	NY	10601
(City)	(State)	(Zip)
1. Name and Address o <u>Hopper Investm</u>		
(Last) 445 HAMILTON A SUITE 1210	(First) VENUE	(Middle)
(Street) WHITE PLAINS	NY	10601
(City)	(State)	(Zip)
1. Name and Address o ICAHN PARTN	f Reporting Person <sup>*</sup> IERS MASTER I	FUND LP
(Last) C/O WALKER HO 87 MARY STREET		(Middle)
(Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9001
(City)	(State)	(Zip)
1. Name and Address o	f Reporting Person*	
	<u>RPRISES G.P. IN</u>	<u>C.</u>
	(First)	C. (Middle)
ICAHN ENTER (Last) 445 HAMILTON A	(First) VENUE	
ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street)	(First) VENUE	(Middle)
ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o	(First) VENUE NY (State)	(Middle) 10601 (Zip)
ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o	(First) VENUE NY (State) f Reporting Person <sup>*</sup> JMITED PARTY (First)	(Middle) 10601 (Zip)
ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o HIGH RIVER I (Last) 445 HAMILTON A	(First) VENUE NY (State) f Reporting Person <sup>*</sup> JMITED PARTY (First)	(Middle) 10601 (Zip) NERSHIP
ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o HIGH RIVER I (Last) 445 HAMILTON A SUITE 1210 (Street)	RPRISES G.P. IN (First) VENUE NY (State) f Reporting Person* <u>JIMITED PARTN</u> (First) VENUE	(Middle) 10601 (Zip) NERSHIP (Middle)
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ICAHN ENTER (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o HIGH RIVER I (Last) 445 HAMILTON A SUITE 1210 (Street) WHITE PLAINS (City) 1. Name and Address o	RPRISES G.P. IN (First) VENUE NY (State) f Reporting Person* .IMITED PARTN (First) VENUE NY (State) f Reporting Person* <u>IERS MASTER I</u> (First) USE	(Middle) 10601 (Zip) VERSHIP (Middle) 10601 (Zip)

CAYMAN, 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, CAYMAN, CAYMAN, ISLANDS (City) (State) (Zip) 1. Name and Address of Reporting Person* ICAHN PARTNERS LP (Last) (First) (Middle) 445 HAMILTON AVENUE SUITE 1210 (Street) (Street) (Last) (First) (Middle) 445 HAMILTON AVENUE SUITE 1210	GRAND	E9	KY1-9001
ISLANDS         (City)       (State)       (Zip)         1. Name and Address of Reporting Person*       ICAHN PARTNERS MASTER FUND III L.P.         (Last)       (First)       (Middle)         (Last)       (First)       (Middle)         C/O WALKER HOUSE       87 MARY STREET       (Street)         (Street)       GRAND       E9       KY1-9001         CAYMAN, CAYMAN, E9       KY1-9001       (City)       (State)       (Zip)         1. Name and Address of Reporting Person*       ICAHN PARTNERS LP       (Middle)         (Last)       (First)       (Middle)       445 HAMILTON AVENUE         SUITE 1210       (Street)       (Middle)       445 HAMILTON AVENUE         WHITE PLAINS       NY       10601       10001	CAYMAN,		
(City)       (State)       (Zip)         1. Name and Address of Reporting Person*       ICAHN PARTNERS MASTER FUND III L.P.         (Last)       (First)       (Middle)         (Last)       (First)       (Middle)         C/O WALKER HOUSE       87 MARY STREET       87 MARY STREET         (Street)       GRAND       E9       KY1-9001         (Street)       (State)       (Zip)         (City)       (State)       (Zip)         1. Name and Address of Reporting Person*       ICAHN PARTNERS LP         (Last)       (First)       (Middle)         (Last)       (First)       (Middle)         445 HAMILTON AVENUE       SUITE 1210       Street)         (Street)       WHITE PLAINS       NY       10601	-		
1. Name and Address of Reporting Person*         ICAHN PARTNERS MASTER FUND III L.P.         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Middle)         C/O WALKER HOUSE         87 MARY STREET         (Street)         GRAND         CAYMAN,         E9         KY1-9001         ISLANDS         (City)       (State)         (City)       (State)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Street)       WHITE PLAINS         WHITE PLAINS       NY	ISLANDS		
1. Name and Address of Reporting Person*         ICAHN PARTNERS MASTER FUND III L.P.         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Middle)         C/O WALKER HOUSE         87 MARY STREET         (Street)         GRAND         CAYMAN,         E9         KY1-9001         ISLANDS         (City)       (State)         (City)       (State)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Street)       WHITE PLAINS         WHITE PLAINS       NY	·		
ICAHN PARTNERS MASTER FUND III L.P.         (Last)       (First)       (Middle)         C/O WALKER HOUSE       87 MARY STREET       87 MARY STREET         (Street)       GRAND       KY1-9001         CAYMAN,       E9       KY1-9001         ISLANDS       (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       Intervention	(City)	(State)	(Zip)
(Last)       (First)       (Middle)         C/O WALKER HOUSE       87 MARY STREET       87 MARY STREET         (Street)       GRAND       KY1-9001         CAYMAN,       E9       KY1-9001         ISLANDS       (City)       (State)       (Zip)         1. Name and Address of Reporting Person*       ICAHN PARTNERS LP       (Middle)         (Last)       (First)       (Middle)         445 HAMILTON AVENUE       SUITE 1210       (Street)         WHITE PLAINS       NY       10601	1. Name and Address of	of Reporting Person <sup>*</sup>	
C/O WALKER HOUSE 87 MARY STREET (Street) GRAND CAYMAN, E9 KY1-9001 ISLANDS (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	ICAHN PARTN	NERS MASTER	<u>FUND III L.P.</u>
C/O WALKER HOUSE 87 MARY STREET (Street) GRAND CAYMAN, E9 KY1-9001 ISLANDS (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			
87 MARY STREET (Street) GRAND CAYMAN, E9 KY1-9001 ISLANDS (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	(Last)	(First)	(Middle)
(Street)         GRAND         CAYMAN,         CAYMAN         ISLANDS         (City)       (State)         (City)       (State)         (City)       (State)         (City)       (State)         (Last)       (First)         (Last)       (First)         (Street)       WHITE PLAINS         WHITE PLAINS       NY	C/O WALKER HC	USE	
GRAND CAYMAN, CAYMAN ISLANDS       E9       KY1-9001         (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       Integration	87 MARY STREE	Г	
GRAND CAYMAN, CAYMAN ISLANDS       E9       KY1-9001         (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       Integration	(Stroot)		
CAYMAN, CAYMAN ISLANDS       E9       KY1-9001         (City)       (State)       (Zip)         1. Name and Address of Reporting Person*       Image: Carrier of the state of the sta	· ,		
CAYMAN ISLANDS       E9       KY1-9001         (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       Intervention	-		
ISLANDS (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	· · · · · · · · · · · · · · · · · · ·	E9	KY1-9001
1. Name and Address of Reporting Person*         ICAHN PARTNERS LP         (Last)       (First)         (Addle)         445 HAMILTON AVENUE         SUITE 1210         (Street)         WHITE PLAINS         NY         10601			
1. Name and Address of Reporting Person*         ICAHN PARTNERS LP         (Last)       (First)         (Addle)         445 HAMILTON AVENUE         SUITE 1210         (Street)         WHITE PLAINS         NY         10601	,		
ICAHN PARTNERS LP         (Last)       (First)       (Middle)         445 HAMILTON AVENUE         SUITE 1210         (Street)         WHITE PLAINS       NY         10601	(City)	(State)	(Zip)
(Last) (First) (Middle) 445 HAMILTON AVENUE SUITE 1210 (Street) WHITE PLAINS NY 10601	1. Name and Address of	of Reporting Person*	
445 HAMILTON AVENUE SUITE 1210 (Street) WHITE PLAINS NY 10601	ICAHN PARTN	NERS LP	
445 HAMILTON AVENUE SUITE 1210 (Street) WHITE PLAINS NY 10601			
SUITE 1210 (Street) WHITE PLAINS NY 10601	(Last)	(First)	(Middle)
(Street) WHITE PLAINS NY 10601	445 HAMILTON A	VENUE	
(Street) WHITE PLAINS NY 10601	SUITE 1210		
WHITE PLAINS NY 10601			
	(Street)		
(City) (State) (Zip)	WHITE PLAINS	NY	10601
(City) (State) (Zip)	,		
	(City)	(State)	(Zip)

## Explanation of Responses:

1. High River Limited Partnership ("High River") directly beneficially owns 2,174,605 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 3,214,621 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 3,617,793 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,353,896 Shares, and Icahn Partne

2. 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"). 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 Icahn Master, Icahn Master, II and Icahn Master III.

3. 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.

4. 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 Mart is beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

5. 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 GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

6. Please reference the Form 4 filing dated February 9, 2010, filed separately by Mr. Icahn, Icahn Enterprises Holdings, IPH, Icahn Capital, Icahn Offshore, and Icahn Onshore.

## **Remarks:**

CARL C. ICAHN	02/09/2010
BARBERRY CORP.	02/09/2010
<u>HIGH RIVER LIMITED</u> <u>PARTNERSHIP</u>	<u>02/09/2010</u>
<u>HOPPER INVESTMENTS</u> <u>LLC</u>	<u>02/09/2010</u>
ICAHN ENTERPRISES G.P. INC.	<u>02/09/2010</u>
ICAHN PARTNERS LP	02/09/2010
FUND LP	<u>02/09/2010</u>
<u>ICAHN PARTNERS MASTER</u> <u>FUND II L.P.</u>	
<u>ICAHN PARTNERS MASTER</u> <u>FUND III L.P.</u>	02/09/2010
BECKTON CORP.	02/09/2010

Date

\*\* Signature of Reporting Person

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.