

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>GRACE OLIVER R JR</u>  (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE INC.,</u> <u>622 BROADWAY</u>  (Street) <u>NEW YORK, NY 10012</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2007		M		6,712	A	\$13.7	63,466	D	
Common Stock	02/21/2007		F		4,640	D	\$19.82	58,826	D	
Common Stock								272,820	I	By Anglo American

**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 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	Title	Amount or Number of Shares				
Director Stock Option (right to buy) <sup>(1)</sup>	\$10.17	02/21/2007		D <sup>(2)</sup>			6,712	(2)	02/21/2007	Common Stock	6,712	(2)	51,788	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$13.7	02/21/2007		A <sup>(2)</sup>		6,712		(2)	02/21/2007	Common Stock	6,712	(2)	58,500	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$13.01	02/21/2007		D <sup>(2)</sup>			19,500	(2)	08/04/2007	Common Stock	19,500	(2)	39,000	D	
Director Stock Option (right to buy)	\$17.17	02/21/2007		A <sup>(2)</sup>		19,500		(2)	08/04/2007	Common Stock	19,500	(2)	58,500	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$13.67	02/21/2007		D <sup>(2)</sup>			19,500	(2)	01/29/2008	Common Stock	19,500	(2)	39,000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$16.83	02/21/2007		A <sup>(2)</sup>		19,500		(2)	01/29/2008	Common Stock	19,500	(2)	58,500	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$10.17	02/21/2007		D <sup>(3)</sup>			12,788	(5)	02/21/2007	Common Stock	12,788	(4)	45,712	D	

**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 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	Title	Amount or Number of Shares				
Director Stock Option (right to buy) <sup>(1)</sup>	\$13.7	02/21/2007		M			6,712	(5)	02/21/2007	Common Stock	6,712	(6)	39,000	D	

**Explanation of Responses:**

- The exercise price and number of shares issuable upon exercise of the option have been adjusted to reflect splits in the common stock of Take-Two Interactive Software, Inc. (the "Company") that occurred subsequent to the date of grant of the option.
- The reported transactions result from voluntarily agreeing to increase the exercise price of the outstanding option. The other terms of the options remain unchanged. The options are all fully vested and exercisable. For Section 16 reporting purposes only, this has been reflected as the cancellation of the old option and the grant of a replacement option with a higher exercise price.
- The reported transactions result from an agreement with the Company to cancel certain options to return after-tax gains to the Company from improperly priced options that were previously exercised by the reporting person.
- The value of the option forfeited was reached pursuant to an agreement between the Company and the reporting person under the Black-Scholes valuation model, based upon what would have been the revised exercise price.
- All options are fully vested and exercisable.
- N/A

/s/ Oliver R. Grace, Jr.

02/23/2007

\*\* 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.

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