

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>ZELNICK STRAUSS</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2014</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 <input 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	02/18/2014		M ⁽¹⁾		2,009,075	A	\$14.74	3,903,825 ⁽³⁾	I	By Zelnick Media Corporation ⁽³⁾
Common Stock	02/18/2014		F ⁽¹⁾		1,451,656	D	\$20.4	2,452,169 ⁽³⁾	I	By Zelnick Media Corporation ⁽³⁾
Common Stock	02/19/2014		S ⁽¹⁾		282,904	D	\$20.04 ⁽²⁾	2,169,265 ⁽³⁾	I	By Zelnick Media Corporation ⁽³⁾
Common Stock								135,000 ⁽⁴⁾	I	By Wendy Jay Belzberg 2012 Family Trust ⁽⁴⁾
Common Stock								67,125 ⁽⁵⁾	I	By Zelnick Belzberg Living Trust ⁽⁵⁾

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				
Stock Option (right to buy)	\$14.74	02/18/2014		M ⁽¹⁾			2,009,075	09/27/2007	08/27/2017	Common Stock	2,009,075	\$0	0	I	By Zelnick Media Corporation ⁽³⁾

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by ZelnickMedia Corporation ("ZelnickMedia"). The transactions include (1) the exercise by ZelnickMedia, on a "net exercise" basis, of its stock options to acquire 2,009,075 shares of the Issuer's common stock originally granted under that certain Non-Qualified Stock Option Agreement, dated August 27, 2007, by and between the Issuer and ZelnickMedia, and (2) the sale of 282,904 shares of the Issuer's common stock acquired upon such exercise (the proceeds of which ZelnickMedia used to pay taxes incurred by ZelnickMedia resulting from such exercise).
- Represents a weighted average sales price; the sales prices ranged from \$20.00 to \$20.41. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- Represents securities held directly by ZelnickMedia (such securities are not held individually by Mr. Zelnick).
- Represents 135,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such shares are indirectly held by Mr. Zelnick).
- Represents 67,125 shares of Common Stock held by Zelnick/Belzberg Living Trust (such shares are indirectly held by Mr. Zelnick).

Strauss Zelnick 02/20/2014
 ** 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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