

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/X/ Check 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
BMG Music			Take-Two Interactive Software, Inc. --		Director 10% Owner	
			"TTWO" (NASDAQ)		-----	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		Officer (give title below) X Other (Specify below)	
1540 Broadway					-----	
					Prior to sale reported hereby, Reporting Person was a 10% beneficial owner.	
(Street)					-----	
New York, New York			10036-4098		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State)	(Zip)			--- Form filed by One Reporting Person	
					X Form filed by more than one Reporting Person	
					--- Reporting Person	

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Interest: direct Beneficial Ownership (Instr. 4)
			Code V Amount (A) or Price [(D)]			
Common stock, par value \$.01 per share.	5/11/99	S	V 500,000 \$8.00/share	1,350,000	See	See
					attachment	attachment

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Over)

(Print or Type Responses)

(Bulletin No. 177, 10-15-97)

FORM 4 (CONTINUED)

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)	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)
				(A)	(D)	Exercisable Date	Expiration Date		

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

See attachment

**Signature of Reporting Person Date

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

Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

Date of Event
Requiring Statement: May 11, 1999

Issuer: Take-Two Interactive Software, Inc.
"TTWO" (NASDAQ)

Additional Reporting Persons

The statement of changes in beneficial ownership of securities to which this is attached is filed on behalf of: BMG Music, a general partnership organized under the laws of the State of New York; BMG Music's controlling general partner, Bertelsmann Music Group, Inc., a corporation organized under the laws of the State of Delaware; Bertelsmann Music Group, Inc.'s sole stockholder, Bertelsmann, Inc., a corporation organized under the laws of the State of Delaware; Bertelsmann, Inc.'s sole stockholder, Bertelsmann AG, a corporation organized under the laws of the Federal Republic of Germany; Bertelsmann AG's controlling shareholder, Johannes Mohn GmbH, a limited liability company organized under the laws of the Federal Republic of Germany; and Johannes Mohn GmbH's controlling shareholder, Reinhard Mohn, an individual citizen of the Federal Republic of Germany. (Mr. Mohn, Johannes Mohn GmbH, Bertelsmann AG, Bertelsmann, Inc., Bertelsmann Music Group, Inc., and BMG Music are collectively referred to herein as "Reporting Persons").

The principal business offices of BMG Music, Bertelsmann Music Group, Inc., and Bertelsmann, Inc. are located at 1540 Broadway, New York, New York 10036-4098. The principal business offices of Bertelsmann AG, Johannes Mohn GmbH, and Reinhard Mohn, are located at Carl Bertelsmann Strasse 270, 33311 Gutersloh, Federal Republic of Germany.

Table I, Item 6

BMG Music (through its division BMG Entertainment) is the record holder of, and each other Reporting Person may be deemed to be the beneficial owner of, 1,350,000 shares of common stock, par value \$.01 per share (the "Common Stock") of Take-Two Interactive Software, Inc. ("Issuer"). As a result of its ownership of 1,350,000 shares of Common Stock, BMG Music and each other Reporting Person may be deemed to be the beneficial owner of 1,350,000 shares of Common Stock. The 1,350,000 shares of Common Stock which BMG Music and each other Reporting Person may be deemed to beneficially own represent approximately 6.0 percent of the total number of shares of Common Stock outstanding (based upon information contained in the Issuer's registration statement on Form S-1 (File No. 333-74851) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on March 23, 1999, as amended by Amendment No. 1 to Form S-1 filed with the

Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

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"TTWO" (NASDAQ)

Securities and Exchange Commission on April 9, 1999 and Post-Effective Amendment No. 1 to Form S-1 filed with the Securities and Exchange Commission on May 6, 1999).

Table I, Item 7

See above under "Additional Reporting Persons".

Signatures

Dated June 9, 1999: /s/ Reinhard Mohn

REINHARD MOHN

Dated June 9, 1999: JOHANNES MOHN GMBH
By: /s/ Reinhard Mohn

Reinhard Mohn
Chairman

By: /s/ Mark Woessner

Mark Woessner
Chairman

Dated June 9, 1999: BERTELSMANN AG
By: /s/ Thomas Z. Middelhoff

Thomas Z. Middelhoff
Chairman of the Board and CEO

Dated June 9, 1999: BERTELSMANN, INC.
By: /s/ Jacqueline Chasey

Jacqueline Chasey
Vice President and Assistant Secretary

Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

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BERTELSMANN MUSIC GROUP, INC.

Dated June 9, 1999: By: /s/ Thomas W. McIntyre

Thomas W. McIntyre
Executive Vice President and Chief Financial Officer

BMG MUSIC

By: BERTELSMANN MUSIC
GROUP, INC., as general partner

Dated June 9, 1999: By: /s/ Thomas W. McIntyre

Thomas W. McIntyre
Executive Vice President and Chief Financial Officer