

Edgar Filing: TOYS R US INC - Form 5

TOYS R US INC
Form 5
March 20, 2001

F O R M 5

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
[] no longer Subject
to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Form 3 Holdings Rep. 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
[] Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer	
Matthews Norman S.			Toys "R" Us, Inc.		(TOY)	
(Last) (First) (MI)			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
Toys "R" Us, Inc. 461 From Road					02/03/2001	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Paramus NJ 07652-3526					7. Indenture (Ch)	
(City) (State) (Zip)					X Fo Fo Re	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Issued

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned as of Last Business Day of Reporting Period (Instr. 7)
			Amount	(A) (D)	Price	
Common Stock	02/02/2001	A	6359	A	\$14.7654	1854(01)

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Reminder: Report on a separate line for each class securities owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued)

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially
 (e.g., puts, calls, warrants, options, convertible security)

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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Put or Call (Instr. 3)
Stock Option (Right to Buy)	\$23.4400			(A)	12/06/1996 - 12/06/2005 (02)	Common Stock	10000
Stock Option (Right to Buy)	\$33.7500			(A)	11/01/1997 - 11/01/2006 (02)	Common Stock	2500
Stock Option (Right to Buy)	\$34.7200			(A)	11/03/1998 - 11/03/2007 (02)	Common Stock	11000
Stock Option (Right to Buy)	\$20.3400			(A)	11/02/1999 - 11/02/2008 (02)	Common Stock	11000

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Stock Option (Right to Buy)	\$21.4100					06/10/2002	06/10/2009	Common Stock	30000
						(03)			

Explanation of Responses:

- (01) As a Non-Employee Director, I have elected to defer the receipt of a portion of my dividends from the Toys "R" Us, Inc. Stock Unit Plan for Non-Employee Directors. The Company has agreed to credit the amount of dividends received to a separate account maintained by the Company in the form of Stock Units and use the funds to purchase Common Stock to be set aside for my eventual benefit. The Stock Units will generally be settled upon my retirement, resignation, or death. The shares of Common Stock underlying my Stock Units will be distributed on a periodic basis at the average price noted.
- (02) Grant of options to purchase shares of Common Stock under Toys "R" Us, Inc.'s Non-Employee Stock Option Plan. Subject to certain conditions, one-fifth of such options become exercisable on the first anniversary of the date of grant.
- (03) Grant of options to purchase shares of Common Stock under Toys "R" Us, Inc.'s Non-Employee Stock Option Plan. Subject to certain conditions, one-third of such options become exercisable on the first, second, third, fourth and fifth anniversaries of the date of grant.

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

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

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMD Number

Matthews, Norman S. Toys "R" Us, Inc.

EXPLANATION OF RESPONSES (cont.) FORM 5

cont. (03) Subject to certain conditions, one-third of such options become exercisable on the first, second, third, fourth and fifth anniversaries of the date of grant.

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Matthews, Norman S.

Toys "R" Us, Inc.