

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	
Markee Richard L.			Toys "R" Us, Inc.		Issu	
(Last) (First) (MI)			(TOY)		Di	
Toys "R" Us, Inc.			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
461 From Road					X Off ---(gi E a	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Paramus NJ 07652-3526					7. Ind (Ch	
(City) (State) (Zip)					X Fo --- Fo --- Re	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	03/24/2000	A (01)	47561	A	\$.0000	
Common Stock	03/24/2000	A	16362	A	\$.0000	
Common Stock	03/24/2000	A	16202	A	\$.0000	13418

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Stock Option (Right to Buy)	\$40.9400	03/24/2000	D	(01)	50000	12/07/2003	Common Stock	50000
Stock Option (Right to Buy)	\$38.5600	03/24/2000	D	(01)	30000	08/01/1999-11/01/2004	Common Stock	30000
Stock Option (Right to Buy)	\$25.4400	03/24/2000	D	(01)	147800	11/17/1995-05/17/2005	Common Stock	147800
Stock Option (Right to Buy)	\$27.1300	03/24/2000	D	(01)	40000	09/14/1996-03/14/2006	Common Stock	40000
Stock Option (Right to Buy)	\$34.7200	03/24/2000	D	(01)	40000	05/03/1998-11/03/2007	Common Stock	40000
Stock Option (Right to Buy)	\$28.3800	03/24/2000	D	(01)	80000	09/13/1998-03/13/2008	Common Stock	80000

Explanation of Responses:

- (01) Cancellation of option in connection with grant of restricted stock. The shares of restricted stock vest over a period of three years, with one-half of the grant becoming vested on April 1, 2003 and the other half vested on April 1, 2003.
- (02) All or a portion of the options become exercisable, subject to certain conditions, if the stock price reaches specified market prices, within six (6) years of the date of grant; provided, however, the options shall remain exercisable for a maximum of nine (9) years from the date of grant.
- (03) Such options are subject to forfeiture, after the date exercisable, under certain conditions.

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

/s/Richard L. Markee

**Signature of

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

Markee, Richard L.

Toys "R" Us, Inc.

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