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U.S. SECURITIES AND EXCHANGE COMMISSION

TOYS R US INC Form 5 March 20, 2001

F O R M 5					RITIES AND Washington					
Check this box if [] no longer Subject to Section 16.	NNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP									
[] Form 3 Holdings Rec [] Form 4 Trans. Rep.		Section 1	7(a)	of the Pu	blic Utili	ty Hold	ing C	s Exchange ompany Act any Act 194	of 1935 d	
1.Name and Address of Reporting Person*				2.Issuer Name and Ticker or Trading Symbol Toys "R" Us, Inc. (TOY)						
(Last) Toys "R" Us, Inc. 461 From Road	"R" Us, Inc.			RS or Soc. f Reportin Voluntary)			 /			
(Street) Paramus NJ 07652-3526							 of 7. Ind c) (Cl			
 (City) 	(State)	(Zip)		TABLE I	- Non-Deri	vative	Secur	ities Acqui	ired, Disp	
1.Title of Security (Instr. 3)		tion Da	c- 3.Trans. 4.Securit ate Code Dispose /Yr) (Instr.8) (Instr.		ed of (D)			5.Amount Securit Benefic Owned a		
 		 		' 	 Amou 		(A) (D) 	 Price 	Fiscal	
Common Stock		 03/24/20 	000	 A 	 585 	4 A		 \$.0000	388 	
Common Stock			 		 		 	 \$.0000 	 429 	

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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)

	•			5.Number of		6.Date		7.Title and		8.P	
Derivative sion or Trans saction			saction	Derivativ	Exerc	isable	of Under	lying	Der		
Security				Code Securities			and Securities				
(Instr. 3)	Price of	(Mon/	(Instr.8)	Acquired	(A) or	Expira	ation	(Instr.	(In		
	Deriva-	Day/		Disposed	of (D)	Date					
	tive	Year)		(Instr. 3	8, 4 & 5)	(Month/Day/					
	Security					Yea	ar)				
									Amount or		
1						- Date	Exp.	Title	Number of		
1				(A)	(D)	Exbl.	Date		Shares		
						-					
	1 1		I		I	- 1			I		
Stock Opti								Common Sto	157710		
on (Righ						1999	2008	ck			
t to Buy)											
						(01)					
						-					
Stock Opti								Common Sto	37500		
on (Righ						1 1999	2009	CK			
t to Buy)											
	1					(01)					
			 А	 70000		104/16	110/10	Common Sto	70000		
Stock Opti on (Righ		1 20001		70000			2010		70000		
		2000				2001	1 2010	CK	 		
t to Buy)	1	 				1 (01)	 	1	 		
1	1	 	 	 		_ (UI)	 	1	 	 	
Stock Opti	1 \$22 5300			 		107/04	109/28	Common Sto	13000		
on (Righ		 					2008		1 13000	1	
t to Buy)	1	 				1 2001	1 2000	l CV	1 1		
I co bay)	1	 				(01)	l I	1	1 		
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Explanation of Responses:

(01) Such options are subject to forfeiture, after the date exercisable, under certain con

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

**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

Brockett, Francesca L.

Toys "R" Us, Inc.