

TOYS R US INC  
Form 4  
July 25, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EYLER JOHN H JR

(Last) (First) (Middle)

TOYS R US, INC., ONE  
GEOFFREY WAY

(Street)

WAYNE, NJ 07470-2030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TOYS R US INC [TOY]

3. Date of Earliest Transaction (Month/Day/Year)  
07/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman, President, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	07/21/2005		D		511,756	D	\$ 26.75
					0	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 8.25	07/21/2005		D		400,000		10/01/2003	04/01/2013	Common Stock	400,000
Stock Option (Right to Buy)	\$ 11.6875	07/21/2005		D		1,000,000		07/17/2000	01/17/2010	Common Stock	1,000,000
Stock Option (Right to Buy)	\$ 15.53	07/21/2005		D		300,000		04/16/2001	10/16/2010	Common Stock	300,000
Stock Option (Right to Buy)	\$ 16.74	07/21/2005		D		200,000		10/01/2004	04/01/2014	Common Stock	200,000
Stock Option (Right to Buy)	\$ 20.41	07/21/2005		D		320,000		09/13/2002	03/13/2012	Common Stock	320,000
Stock Option (Right to Buy)	\$ 25.58	07/21/2005		D		400,000		10/06/2001	04/06/2011	Common Stock	400,000
Stock Option (Right to Buy)	\$ 28.13	07/21/2005		E		68,000		10/06/2001	04/06/2011	Common Stock	68,000
Stock Option (Right to Buy)	\$ 30.69	07/21/2005		E		68,000		10/06/2001	04/06/2011	Common Stock	68,000
Stock Option (Right to Buy)	\$ 33.25	07/21/2005		E		68,000		10/06/2001	04/06/2011	Common Stock	68,000
Stock Option	\$ 35.81	07/21/2005		E		68,000		10/06/2001	04/06/2011	Common Stock	68,000

(Right to Buy)

Stock

Option (Right to Buy)

\$ 38.36

07/21/2005

E

68,000

10/06/2001

04/06/2011

Common Stock

68,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EYLER JOHN H JR TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030	X		Chairman, President, CEO	

## Signatures

John H. Eyler,  
Jr. 07/25/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The reporting person received \$26.75 less the exercise price.

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