

TOYS R US INC
Form 4
July 25, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL CALVIN

(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)

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 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/21/2005		D		1,000	D	\$ 26.75	20,143	D
Common Stock	07/21/2005		D		20,143	D	\$ 26.75	0	D
Common Stock	07/21/2005		D		135	D	\$ 26.75	0	I By wife

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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number.

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)	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 or Number of Shares
Stock Option (Right to Buy)	\$ 18.16	07/21/2005		D		30,000		06/10/2005	06/10/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 20.34	07/21/2005		D		6,000		11/02/1999	11/02/2008	Common Stock	6,000
Stock Option (Right to Buy)	\$ 21.41	07/21/2005		D		30,000		06/10/2002	06/10/2009	Common Stock	30,000
Stock Option (Right to Buy)	\$ 30.56	07/21/2005		E		10,000		06/04/1998	06/04/2007	Common Stock	10,000
Stock Option (Right to Buy)	\$ 34.72	07/21/2005		E		5,000		11/03/1998	11/03/2007	Common Stock	5,000
Restricted Stock Units	\$ 0	07/21/2005		D		4,738		<u>(2)</u>	<u>(2)</u>	Common Stock	4,738

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL CALVIN TOYS R US, INC. ONE GEOFFREY WAY	X			

WAYNE, NJ 07470-2030

Signatures

Jon W. Kimmins,
Attorney-in-fact

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.

(2) These units represent accumulated deferred fees for board service, and vest one year from the date of grant.

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

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