

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 *
MARKEE RICHARD L

(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) below)

Vice Chairman & Pres BRU

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/21/2005		D		201,570	D	\$ 26.75	0	D	
Common Stock	07/21/2005		D		74,477	D	\$ 26.75	0	I	A Non-Discretionary A/C

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

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SEC 1474
(9-02)

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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 Number of Shares
Stock Option (Right to Buy)	\$ 14.01	07/21/2005		D	86,682	04/20/2004	10/20/2013	Common Stock	86,682
Stock Option (Right to Buy)	\$ 15.53	07/21/2005		D	115,000	04/16/2001	10/16/2010	Common Stock	115,000
Stock Option (Right to Buy)	\$ 16.57	07/21/2005		D	13,841	10/27/2004	04/01/2013	Common Stock	13,841
Stock Option (Right to Buy)	\$ 16.74	07/21/2005		D	87,500	10/01/2004	04/01/2014	Common Stock	87,500
Stock Option (Right to Buy)	\$ 18.16	07/21/2005		D	240,000	03/08/1999	09/08/2008	Common Stock	240,000
Stock Option (Right to Buy)	\$ 19.72	07/21/2005		D	90,000	10/07/1999	04/07/2009	Common Stock	90,000
Stock Option (Right to Buy)	\$ 20.41	07/21/2005		D	140,000	09/13/2002	03/13/2012	Common Stock	140,000
Stock Option (Right to Buy)	\$ 25.58	07/21/2005		D	115,000	10/06/2001	04/06/2011	Common Stock	115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKEE RICHARD L TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030			Vice Chairman & Pres BRU	

Signatures

Richard L. Markee	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.

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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