

BERMAN FRED B
Form 5
February 08, 2006

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

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1. Name and Address of Reporting Person *
BERMAN FRED B

(Last) (First) (Middle)

C/O R&B, INC. 3400 EAST
WALNUT STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
R & B INC [RBIN]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

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 ____ Other (specify
below) below)

Beneficial Owner

6. Individual or Joint/Group Reporting

(check applicable line)

COLMAR, PA 18915

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2005	Â	G	Amount (1) 2,912 (1)	(A) or (D) A \$ 0	654,288 (1) D	Â
Common Stock	05/02/2005	Â	G	8,736 (1)	A \$ 0	33,598 (1) I	By Trust - Children
Common Stock	12/31/2005	Â	J(2)	5,614 (1)	A \$ 0	659,902 (1) D	Â
Common Stock	12/31/2005	Â	J(2)	5,614 (1)	D \$ 0	74,586 (1) I	By Trust

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Common Stock	12/31/2005	Â	G	10,100 (1)	D	\$ 0	649,802 (1)	D	Â
Common Stock	12/31/2005	Â	G	10,100 (1)	A	\$ 0	10,100 (1)	I	By Trust - Foundation
Common Stock	Â	Â	Â	Â	Â	Â	38,984 (1)	I	By Partnership

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERMAN FRED B
C/O R&B, INC. 3400 EAST WALNUT STREET Â Â Â Beneficial Owner
COLMAR,Â PAÂ 18915

Signatures

/Fred Berman/ 02/08/2006

**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) On March 25, 2005, the common stock of R&B, Inc. split 2-for-1. All share amounts reflect the 2-for-1 stock split.

(2) Distribution from Trust

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

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