

Edgar Filing: TOYS R US INC - Form 5

TOYS R US INC
Form 5
March 20, 2001

F O R M 5

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
[] no longer Subject
to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Form 3 Holdings Rep. 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
[] Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer	
Eyler, Jr.	John	H.	Toys "R" Us, Inc.		(TOY)	X Director
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
Toys "R" Us, Inc. 461 From Road					02/03/2001	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Paramus	NJ	07652-3526			7. Indenture (Ch)	
(City) (State) (Zip)					X Form 4	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Issued

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned as of Last Business Day of Reporting Period (Instr. 7)
			Amount	(A) (D)	Price	
Common Stock					\$.0000	22500

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transition Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Percentage of Derivative Securities (Instr. 3 & 4)
				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$11.6875					07/17/2000	01/17/2010	Common Stock	700000	
Stock Option (Right to Buy)	\$11.6875	03/24/2000	A	300000		07/17/2000	01/17/2010	Common Stock	300000	
Stock Option (Right to Buy)	\$15.5300	10/16/2000	A	300000		04/16/2001	10/16/2010	Common Stock	300000	

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Explanation of Responses:

- (01) Such option is subject to forfeiture, after the date exercisable, under certain conditions one-third percent each year beginning February 1, 2002.
- (02) Such options are subject to forfeiture, after the date exercisable, under certain conditions

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

/s/John H.

**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

Eyler, Jr., John H. Toys "R" Us, Inc.