

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 or
 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	
Kenny Shirley Strum			Toys "R" Us, Inc.		(TOY)	
(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 Fo Fo Re	

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	02/02/2001	A	1899	A	\$14.8509	440
					(01)	

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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. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Part of Derivative Security (Instr. 3)
				(A) (D)	Date Exbl. Date	Title Amount or Number of Shares	
Stock Option (Right to Buy)	\$22.8800				09/19/1991 09/19/2000 (02)	Common Stock 5000	
Stock Option (Right to Buy)	\$27.8100				11/01/1992 11/01/2001 (02)	Common Stock 1000	
Stock Option (Right to Buy)	\$36.9400				11/02/1993 11/02/2002 (02)	Common Stock 1000	
Stock Option (Right to Buy)	\$39.8800				11/01/1994 11/01/2003 (02)	Common Stock 1000	

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Stock Option (Right to Buy)	\$38.5600					11/01/1995	11/01/2004	Common Stock	1000
Stock Option (Right to Buy)	\$22.0600					11/01/1996	11/01/2005	Common Stock	1000
Stock Option (Right to Buy)	\$33.7500					11/01/1997	11/01/2006	Common Stock	3500
Stock Option (Right to Buy)	\$34.7200					11/03/1998	11/03/2007	Common Stock	6000
Stock Option (Right to Buy)	\$20.3400					11/02/1999	11/02/2008	Common Stock	6000
Stock Option (Right to Buy)	\$21.4100					06/10/2002	06/10/2009	Common Stock	30000

Explanation of Responses:

- (01) As a Non-Employee Director, I have elected to defer the receipt of a portion of my dividends from the Toys "R" Us, Inc. Stock Unit Plan for Non-Employee Directors. The Company has agreed to credit the amount to my account maintained by the Company in the form of Stock Units and use the funds to purchase Common Stock to be set aside for my eventual benefit. The Stock Units will generally be settled upon my retirement, resignation, or death. The shares of Common Stock underlying my Stock Units will be distributed on a tax-deferred basis at the average price noted.
- (02) Grant of options to purchase shares of Common Stock under Toys "R" Us, Inc.'s Non-Employee Director Stock Option Plan. Subject to certain conditions, one-fifth of such options become exercisable on the first anniversary of the date of grant.
- (03) Grant of options to purchase shares of Common Stock under Toys "R" Us, Inc.'s Non-Employee Director Stock Option Plan. Subject to certain conditions, one-third of such options become exercisable on the first, second, third, fourth and fifth anniversaries of the date of grant.

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

/s/Shirley

**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

Kenny, Shirley Strum

Toys "R" Us, Inc.

E X P L A N A T I O N O F R E S P O N S E S (cont.)

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cont. (03) Subject to certain conditions, one-third of such options become exercisable on the first, second, third, fourth and fifth anniversaries of the date of grant.

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