

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	
Staley Gregory R.			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)		7. Indenture (Ch)	
Paramus NJ 07652-3526					X	
(City) (State) (Zip)					X	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	03/24/2000	A (01)	33418	A	\$.0000	
Common Stock	03/24/2000	A	23780	A	\$.0000	
Common Stock	03/24/2000	A	3797	A	\$.0000	11500
Common Stock					\$.0000	20

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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 (In
				(A) (D)	Date Exp. Exbl. Date	Title Amount or Number of Shares	
Stock Option (Right to Buy)	\$27.8100	03/24/2000	D	7500	08/01/1996 - 11/01/2001	Common Stock	7500
			(01)				
Stock Option (Right to Buy)	\$25.4400	03/24/2000	D	55800	11/17/1995 - 02/17/2004	Common Stock	55800
			(01)		(03)		
Stock Option (Right to Buy)	\$25.4400	03/24/2000	D	19000	11/17/1995 - 05/17/2005	Common Stock	19000
			(01)		(03)		
Stock Option (Right to Buy)	\$24.9400	03/24/2000	D	25000	11/30/1995 - 05/30/2005	Common Stock	25000
			(01)		(03)		

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Stock Option (Right to Buy)	\$27.1300	03/24/2000	D		40000	09/14/1996	03/14/2006	Common Stock	40000
			(01)			(03)			
Stock Option (Right to Buy)	\$34.7200	03/24/2000	D		40000	05/03/1998	11/03/2007	Common Stock	40000
			(01)			(03)			
Stock Option (Right to Buy)	\$28.3800	03/24/2000	D		80000	09/13/1998	03/13/2008	Common Stock	80000
			(01)			(03)			
Stock Option (Right to Buy)	\$18.1600					03/08/1999	09/08/2008	Common Stock	240000
						(03)			
Stock Option (Right to Buy)	\$19.7200					10/07/1999	04/07/2009	Common Stock	90000
						(03)			
Stock Option (Right to Buy)	\$15.5300	10/16/2000	A	125000		04/16/2001	10/16/2010	Common Stock	125000
						(03)			

Explanation of Responses:

- (01) Cancellation of option in connection with grant of restricted stock. The shares of restricted stock vest over a period of three years, with one-half of the grant becoming vested on April 1, 2003 and the other half vested on April 1, 2003.
- (02) These shares are owned by my wife and were acquired upon our marriage in 1998. I disclose these shares.
- (03) 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/Gregory R. Staley

**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

Staley, Gregory R.

Toys "R" Us, Inc.