

TOYS R US INC
Form 4
July 25, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DERBY DEBORAH

(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)

E.V.P. Human Resources

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/21/2005		D	31,808 D \$ 26.75	0	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.25	07/21/2005		D	50,000	04/01/2005 04/01/2013	Common Stock	50,000	
Stock Option (Right to Buy)	\$ 13.88	07/21/2005		D	30,000	06/26/2002 06/26/2010	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 15.53	07/21/2005		D	10,000	10/16/2002 10/16/2010	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 16.74	07/21/2005		D	30,000	10/01/2004 04/01/2014	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 20.41	07/21/2005		D	8,000	03/13/2004 03/13/2012	Common Stock	8,000	
Stock Option (Right to Buy)	\$ 25.58	07/21/2005		D	10,000	04/06/2003 04/06/2011	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERBY DEBORAH TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030			E.V.P. Human Resources	

Signatures

Deborah Derby

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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