

TOYS R US INC  
Form 4  
July 25, 2005

**FORM 4**

**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).

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MATTHEWS NORMAN S**

(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)

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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/21/2005		D		4,000	\$ 26.75	35,821 D
Common Stock	07/21/2005		D		35,821	\$ 26.75	0 D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.16	07/21/2005		D	30,000	06/10/2005	06/10/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 20.34	07/21/2005		D	11,000	11/02/1999	11/02/2008	Common Stock	11,000
Stock Option (Right to Buy)	\$ 21.41	07/21/2005		D	30,000	06/10/2002	06/10/2009	Common Stock	30,000
Stock Option (Right to Buy)	\$ 23.44	07/21/2005		D	10,000	12/06/1996	12/06/2005	Common Stock	10,000
Stock Option (Right to Buy)	\$ 33.75	07/21/2005		E	2,500	11/01/1997	11/01/2006	Common Stock	2,500
Stock Option (Right to Buy)	\$ 34.72	07/21/2005		E	11,000	11/03/1998	11/03/2007	Common Stock	11,000
Restricted Stock Units	\$ 0	07/21/2005		D	10,017	(2)	(2)	Common Stock	10,017

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATTHEWS NORMAN S  
TOYS R US, INC.  
ONE GEOFFREY WAY  
WAYNE, NJ 07470-2030

X

## Signatures

Jon W. Kimmins,  
Attorney-in-fact

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.
- (2) These units represent accumulated deferred fees for board service, and vest one year from the date of grant.

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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