

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	
Goldstein Michael			Toys "R" Us, Inc.		X Director	
(Last) (First) (MI)						
Toys "R" Us, Inc.			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
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 Forwarded	

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 or Number 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)	74738	A	\$.0000	
Common Stock	03/24/2000	A	36585	A	\$.0000	
Common Stock	06/06/2000	G	2500	D	\$.0000	
Common Stock	01/25/2001	G	1978	D	\$.0000	16402
Common Stock					\$.0000	24414

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Stock Option (Right to Buy)	\$34.1900	03/24/2000	D	(01)	6092	01/01/1998	05/17/2005	Common Stock	6092
Stock Option (Right to Buy)	\$34.1900	03/24/2000	D	(01)	19471	02/07/1998	05/17/2005	Common Stock	19471
Stock Option (Right to Buy)	\$34.7200	03/24/2000	D	(01)	100000	05/03/1998	11/03/2007	Common Stock	100000
Stock Option (Right to Buy)	\$34.1600	03/24/2000	D	(01)	60000	05/21/1998	05/17/2005	Common Stock	60000
Stock Option (Right to Buy)	\$28.3800	03/24/2000	D	(01)	66666	09/13/1998	03/13/2008	Common Stock	66666
Stock Option (Right to Buy)	\$24.2200					12/04/1999	09/08/2008	Common Stock	224938

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.
- (02) Shares held in trust established by the Issuer pursuant to the Toys "R" Us, Inc. Part II Incentive Plan. Includes 104,420 shares which are subject to forfeiture under certain conditions.
- (03) All or a portion of the options become exercisable, subject to certain conditions, if the stock price reaches specified market prices, within six (6) years of the date of grant; provided, the options become exercisable nine (9) years from the date of grant.
- (04) 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/Michael

**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

Goldstein, Michael

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