TOYS R US INC Form 5 March 20, 2001

|Common Stock

U.S. SECURITIES AND EXCHANGE COMMISSION |F O R M 5| Washington, D.C. 20549 Check this box if ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP [] no longer Subject to Section 16. [] Form 3 Holdings Rep. Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 of 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.Rela | Issu |Goldstein Michael |Toys "R" Us, Inc. (TOY) | | X Di (Last) (First) (MI) |3.IRS or Soc. Sec. No. |4.Statement for Month/ | Off | of Reporting Person | Year |---(gi | Toys "R" Us, Inc. | (Voluntary) 02/03/2001 | 461 From Road (Street) |5.If Amendment, Date of |7. Inc | Original (Month/Year) | (Ch NJ 07652-3526| | X Fo l Fo |--- Re (City) (State) (Zip) TABLE I - Non-Derivative Securities Acquired, Disp <u>|</u> | Owned a ----| Issuer' | | (A) | | Fiscal | Amount | (D) | Price | (Instr. |Common Stock | 03/24/2000 | A | 36585 | A | \$.0000| | 06/06/2000 | G | 2500 | D | \$.0000| |Common Stock | 01/25/2001 | G | 1978 | D | \$.0000| 16402 1

| | | \$.0000| 24414

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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)

					warr					у,
İ	sion or Exercise Price of Deriva-	Trans Date	saction Code (Instr.8)	Securitie	and Expira Date (Mont	isable	Securities (Instr. 3 & 4)			
				(A)			 Exp. Date	Title	Amount or Number of Shares	
Stock Opti on (Righ t to Buy)	İ	 03/24 2000			250000		 02/01 2003	 	 250000 	
Stock Opti on (Righ t to Buy)	1	 03/24 2000	 D	 	175000	 	2003	 Common Sto ck 	 175000 	
 Stock Opti on (Righ		 03/24 2000		 	155079			 Common Sto ck	 155079	
t to Buy)		 	 (01)	 		 (04) 		 	 	
Stock Opti on (Righ t to Buy)		 03/24 2000		 	100000		 03/14 2006 	Common Sto ck 	1 100000 	
			(01) 			(04)	 	 	 	

Stock Opti on (Righ t to Buy)	I	03/24 2000 	D 	6092 	01/01 05 1998 2 		Sto 	6092
			(01)		(04)	 l	 	
Stock Opti on (Righ t to Buy)		03/24 2000	D 				Sto 	19471
			(01)		(04) 	 	 -1	l
Stock Opti on (Righ t to Buy)		03/24 2000	D D 		 05/03 11 1998 2		Sto 	100000
			(01)		(04)			
Stock Opti on (Righ t to Buy)		- 03/24 2000	 D 	 60000 	 05/21 05 1998 2		Sto 	60000
			(01)		(04)	-1		
Stock Opti on (Righ t to Buy)		- 03/24 2000	 D 	 66666 	 09/13 03 1998 2 		Sto 	 66666
			(01)		(04)		į	·
 Stock Opti on (Righ t to Buy)	I	- 	 	 	 12/04 09 1999 2		Sto 	224938
				i i i	(04)		 i	

Explanation of Responses:

- (01) Cancellation of option in connection with grant of restricted stock. The shares of re ver a period of three years, with one-half of the grant becoming vested on Apri g vested on April 1, 2003.
- (02) Shares held in trust established by the Issuer pursuant to the Toys "R" Us, Inc. Part Plan. Includes 104,420 shares which are subject to forfeiture under certain condition
- (03) All or a portion of the options become exercisable, subject to certain conditions, if eaches specified market prices, within six (6) years of the date of grant; provided, ome exercisable nine (9) years from the date of grant.
- (04) Such options are subject to forfeiture, after the date exercisable, under certain con

/s/Michae	ute Federal	constit	f facts	ons of	omissi	or	statements	nal r	**Intentio
	78ff(a).	U.S.C.	and 15	1001	U.S.C.	18	ions. See	Vio	Criminal
**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

|F O R M 5| _____

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Toys "R" Us, Inc.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if [] no longer Subject /s/Michae

to Section 16.

[] Form 3 Holdings : [] Form 4 Trans. Rep		Section 1	7(a)	of the Pul	olic Utili	ty Hold	ing Co	s Exchange ompany Act any Act 194	of 1935 c
1.Name and Address	of Reportino	2.Issuer Name and Ticker or Trading Symbol Toys "R" Us, Inc. (TOY)							
(Last) Toys "R" Us, Inc. 461 From Road	(Firs	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)						X Di ' Off (gi 	
 (Street) 								ent, Date o	c) (Ch
Paramus	NJ (07652-3526				 			X Fo
 (City) 	(State)	(Zip)		TABLE I	- Non-Deri	vative	Secur	ities Acqui	red, Disp
1.Title of Security (Instr. 3)		tion D	ate	3.Trans. Code (Instr.8) 	Dispose	ed of (D 3, 4 &)	 	5.Amount Securit Benefic Owned a Issuer Fiscal
 		; -		 	Amou 		(D) 		(Instr
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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, ontions, convertible security)

			(e.	.g., puts, o	calls, warr	ants,	option	s, converti	ble securit	у)
1	sion or Exercise	Trans Date (Mon/ Day/ Year)	saction Code (Instr.8)	Derivation	and Expir Date (Mont	isable ation h/Day/	(Instr. 3 & 4) 			
	 - 	 	 	 (A)	(D)	 Date Exbl.	_	Title	Amount or Number of Shares	
 Stock Opti on (Righ t to Buy)	 	2000 	 	 	' 	2001 (04)	2010 	 	 	
 Stock Opti on (Righ t to Buy)	\$26.2500 	 	 	 	 		04/07 2009 	 Common Sto ck 		

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Explanation of Responses:

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

/s/Michae

**Signature of

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Goldstein, Michael

Toys "R" Us, Inc.