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.
[ ] Form 4 Trans. 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 o
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
Kay Christopher K.	Toys "R" Us, Inc. (TOY)	Di
(Last) (First) (MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/ Year 02/03/2001	X Off (gi E G
Toys "R" Us, Inc. 461 From Road		
(Street)	5.If Amendment, Date of Original (Month/Year)	7. Ind (Ch
Paramus NJ 07652-3526		X Fo Fo Re
(City) (State) (Zip)		

TABLE I - Non-Derivative Securities Acquired, Disp

1.Title of Security (Instr. 3)	2.Transac- tion Date (Mon/Day/Yr)	3.Trans. Code (Instr.8)	4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5.Amount Securit Benefic Owned a Issuer' Fiscal (Instr.
			Amount	(A) (D)	Price	
Common Stock					$.0000	100

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. Trans Date (Mon/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.P Der Sec (In
				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$16.4700	08/03/2000	A	150000		02/03/2001 (01)	08/03/2010	Common Stock	150000	
Stock Option (Right to Buy)	$15.5300	10/16/2000	A	25000		04/16/2001 (01)	10/16/2010	Common Stock	25000	

Explanation of Responses:

(01) Such options are subject to forfeiture, after the date exercisable, under certain con

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

/s/Christo

**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

Kay, Christopher K. Toys "R" Us, Inc.