

Knight Charles D
 Form 3
 November 05, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Knight Charles D (Last) (First) (Middle)		11/03/2004	TOYS R US INC [TOY]	
TOYS R US, INC., ONE GEOFFREY WAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
WAYNE, NJ 07470-2030		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Corp Cont'l & P AC Of		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,298 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Phantom Stock	Â (2)	Â (2)	Common Stock	1,336	\$ 0 (2)	D	Â
Stock Option (Right to Buy)	10/01/2003(3)	04/01/2013	Common Stock	12,068	\$ 8.25	D	Â
Stock Option (Right to Buy)	04/06/2004(4)	04/01/2013	Common Stock	798	\$ 13.14	D	Â
Stock Option (Right to Buy)	10/01/2004(5)	04/01/2014	Common Stock	7,500	\$ 16.74	D	Â
Stock Option (Right to Buy)	10/06/2004(6)	04/01/2013	Common Stock	798	\$ 17.19	D	Â
Stock Option (Right to Buy)	09/13/2002(7)	03/13/2012	Common Stock	12,000	\$ 20.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Charles D TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030	Â	Â	Â VP, Corp Cont'l & P AC Of	Â

Signatures

Charles D
Knight

11/05/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,500 shares of restricted stock granted on 4/1/04, of which 50% vest on 4/1/06 and 50% vest on 4/1/07 based on continued employment through such dates.

(2) The shares of phantom stock represent "profit" shares from the early exercise of an option prior to vesting. The "profit" shares vest 50% on 4/1/05 and 50% on 4/1/06. Vested profit shares will be settled in shares of common stock, or cash in the discretion of the Company. Settlement of 236 of such profits shares has been deferred until 10/06/05, 236 of such profit shares will be settled on the 4/1/06 vesting date, and settlement of the remaining 864 of such profit shares has been deferred until 4/6/06.

(3) The option vests 50% on 4/1/05 and 50% on 4/1/06, but the reporting person may exercise the option after six months from the grant date, with the "profit" shares being credited to a non-discretionary deferral account on behalf of the reporting person in the form of phantom stock.

(4) The option is a reload option resulting from the exercise on 10/6/03 of an option granted on 4/1/03. The reload option vests 50% on 4/1/05 and 50% on 4/1/06, but the reporting person may exercise the option after six months from the grant date with the "profit" shares being credited to a non-discretionary deferral account on behalf of the reporting person in the form of phantom stock.

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(5) The option vests 50% on 4/1/06 and 50% on 4/1/07, but the reporting person may exercise the option after six months from the grant date with the "profit" shares being credited to a non-discretionary deferral account on behalf of the reporting person in the form of phantom stock.

(6) The option is a reload option resulting from the exercise on 4/6/04 of an option granted on 4/1/03. The reload option vests 50% on 4/1/05 and 50% on 4/1/06, but the reporting person may exercise the option after six months from the grant date with the "profit" shares being credited to a non-discretionary deferral account on behalf of the reporting person in the form of phantom stock.

(7) The option vested 50% on 3/13/04 and vests 50% on 3/13/05, but the reporting person may exercise the option after six months from the grant date with the "profit" shares being credited to a non-discretionary deferral account on behalf of the reporting person in the form of phantom stock.

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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