

TOYS R US INC
Form 4
July 25, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGESCU PETER A

(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 (A) 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/21/2005		D	5,000 D \$ 26.75	3,269	D	
Common Stock	07/21/2005		D	3,269 D \$ 26.75	0	D	

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

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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 Options (Right to buy)	\$ 13.01	07/21/2005		D		2,537		11/05/2004	11/05/2013	Common Stock	2,537
Stock Option (Right to Buy)	\$ 0	07/21/2005		D		3,340		02/04/2005	02/04/2014	Common Stock	3,340
Stock Option (Right to Buy)	\$ 0	07/21/2005		D		1,230		05/04/2006	05/04/2015	Common Stock	1,230
Stock Option (Right to Buy)	\$ 8.8	07/21/2005		D		8,352		02/05/2004	02/05/2013	Common Stock	8,352
Stock Option (Right to Buy)	\$ 10.3	07/21/2005		D		3,495		11/06/2003	11/06/2012	Common Stock	3,495
Stock Option (Right to Buy)	\$ 10.81	07/21/2005		D		3,330		05/07/2004	05/07/2013	Common Stock	3,330
Stock Option (Right to Buy)	\$ 10.93	07/21/2005		D		3,568		08/06/2004	08/06/2013	Common Stock	3,568
Stock Option (Right to Buy)	\$ 12.57	07/21/2005		D		2,148		08/07/2003	08/07/2012	Common Stock	2,148
	\$ 15.58	07/21/2005		D		2,311		05/05/2005	05/05/2014		2,311

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 16.57	07/21/2005	D	2,806	08/04/2005	08/04/2014		Common Stock	2,806
Stock Option (Right to Buy)	\$ 16.98	07/21/2005	D	2,383	05/09/2003	05/09/2012		Common Stock	2,383
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)	\$ 18.84	07/21/2005	D	1,672	11/03/2005	11/03/2014		Common Stock	1,672
Stock Option (Right to Buy)	\$ 21.69	07/21/2005	D	1,591	02/02/2006	02/02/2015		Common Stock	1,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGESCU PETER A 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) The reporting person received \$26.75 less the exercise price. Conversion / Exercise Price \$14.37
- (3) The reporting person received \$26.75 less the exercise price. Conversion / Exercise Price \$25.61

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