

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
[X] 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	
Gaston Roger C.			Toys "R" Us, Inc.		(TOY)	
(Last) (First) (MI)			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
Toys "R" Us, Inc. 461 From Road					02/03/2001	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Paramus NJ 07652-3526						
(City) (State) (Zip)					7. Indenture (Ch)	
					X	

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 the Last Business Day of the Reporting Period (Instr. 7)
			Amount	(A) (D)	Price	
Common Stock	03/24/2000	A (01)	17894	A	\$.0000	
Common Stock	03/24/2000	A	7445	A	\$.0000	4833

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/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. Part of Derivative Security (In)
				(A) (D)	Date Exbl. Date	Title Amount or Number of Shares	
Stock Option (Right to Buy)	\$26.6300	03/24/2000	D	50000	07/07/1997 - 01/07/2007	Common Stock	50000
			(01)		(02)		
Stock Option (Right to Buy)	\$34.7200	03/24/2000	D	30000	05/03/1998 - 11/03/2007	Common Stock	30000
			(01)		(02)		
Stock Option (Right to Buy)	\$28.3800	03/24/2000	D	60000	09/13/1998 - 03/13/2008	Common Stock	60000
			(01)		(02)		
Stock Option (Right to Buy)	\$18.1600				03/08/1999 - 09/08/2008	Common Stock	180000
					(02)		

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Stock Option (Right to Buy)	\$19.7200					10/07/1999	04/07/2009	Common Stock	45000
						(02)			

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) 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/Roger C. Gaston

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

Gaston, Roger C. Toys "R" Us, Inc.