

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**MARKEE RICHARD L**

(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)  
Vice Chairman & Pres BRU

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/21/2005		D	201,570 D \$ 26.75	0	D	
Common Stock	07/21/2005		D	74,477 D \$ 26.75	0	I	A Non-Discretionary A/C

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 Option (Right to Buy)	\$ 14.01	07/21/2005		D	86,682	04/20/2004	10/20/2013	Common Stock	86,682
Stock Option (Right to Buy)	\$ 15.53	07/21/2005		D	115,000	04/16/2001	10/16/2010	Common Stock	115,000
Stock Option (Right to Buy)	\$ 16.57	07/21/2005		D	13,841	10/27/2004	04/01/2013	Common Stock	13,841
Stock Option (Right to Buy)	\$ 16.74	07/21/2005		D	87,500	10/01/2004	04/01/2014	Common Stock	87,500
Stock Option (Right to Buy)	\$ 18.16	07/21/2005		D	240,000	03/08/1999	09/08/2008	Common Stock	240,000
Stock Option (Right to Buy)	\$ 19.72	07/21/2005		D	90,000	10/07/1999	04/07/2009	Common Stock	90,000
Stock Option (Right to Buy)	\$ 20.41	07/21/2005		D	140,000	09/13/2002	03/13/2012	Common Stock	140,000
Stock Option (Right to Buy)	\$ 25.58	07/21/2005		D	115,000	10/06/2001	04/06/2011	Common Stock	115,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKEE RICHARD L TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030			Vice Chairman & Pres BRU	

## Signatures

Richard L. Markee	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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.