

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 *
MATTHEWS NORMAN S

(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)	Price		
Common Stock	07/21/2005		D	4,000	\$ 26.75	D	
Common Stock	07/21/2005		D	35,821	\$ 26.75	D	

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

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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)	\$ 18.16	07/21/2005		D	30,000	06/10/2005 06/10/2012	Common Stock 30,000
Stock Option (Right to Buy)	\$ 20.34	07/21/2005		D	11,000	11/02/1999 11/02/2008	Common Stock 11,000
Stock Option (Right to Buy)	\$ 21.41	07/21/2005		D	30,000	06/10/2002 06/10/2009	Common Stock 30,000
Stock Option (Right to Buy)	\$ 23.44	07/21/2005		D	10,000	12/06/1996 12/06/2005	Common Stock 10,000
Stock Option (Right to Buy)	\$ 33.75	07/21/2005		E	2,500	11/01/1997 11/01/2006	Common Stock 2,500
Stock Option (Right to Buy)	\$ 34.72	07/21/2005		E	11,000	11/03/1998 11/03/2007	Common Stock 11,000
Restricted Stock Units	\$ 0	07/21/2005		D	10,017	(2) (2)	Common Stock 10,017

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATTHEWS NORMAN S
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) These units represent accumulated deferred fees for board service, and vest one year from the date of grant.

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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