

Edgar Filing: TOYS R US INC - Form 5

TOYS R US INC  
Form 5  
March 20, 2001

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F O R M 5

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box if  
[ ] 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	
Lipschitz Louis			Toys "R" Us, Inc. (TOY)		Director	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year	X Off --- (give date)	
Toys "R" Us, Inc. 461 From Road				02/03/2001	E C	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Ind (Change)	
Paramus NJ 07652-3526					X Fo --- Fo --- Re	
(City) (State) (Zip)						

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Issued

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 of Securities Beneficially Owned as of Last Business Day of Reporting Period (Instr. 7)
			Amount	(A) (D)	Price	
Common Stock	03/24/2000	A (01)	31955	A	\$ .0000	
Common Stock	03/24/2000	A	12805	A	\$ .0000	7376
Common Stock					\$ .0000	276
Common Stock					\$ .0000	6609

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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 (Instr. 3)
				(A) (D)	Date Exbl. Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$36.9400	03/24/2000	D	7500	08/02/1997 - 11/02/2002	Common Stock	7500
			(01)				
Stock Option (Right to Buy)	\$39.8800	03/24/2000	D	7500	08/01/1998 - 11/01/2003	Common Stock	7500
			(01)				
Stock Option (Right to Buy)	\$40.9400	03/24/2000	D	50000	12/07/2003 - (04)	Common Stock	50000
			(01)				
Stock Option (Right to Buy)	\$38.5600	03/24/2000	D	15000	08/01/1999 - 11/01/2004	Common Stock	15000
			(01)				

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Stock Option (Right to Buy)	\$25.4400	03/24/2000	D	(01)	37576	11/17/1995	05/17/2005	Common Stock	37576
Stock Option (Right to Buy)	\$27.1300	03/24/2000	D	(01)	40000	09/14/1996	03/14/2006	Common Stock	40000
Stock Option (Right to Buy)	\$34.2500	03/24/2000	D	(01)	36265	12/20/1997	05/17/2005	Common Stock	36265
Stock Option (Right to Buy)	\$34.7200	03/24/2000	D	(01)	40000	05/03/1998	11/03/2007	Common Stock	40000
Stock Option (Right to Buy)	\$28.3800	03/24/2000	D	(01)	80000	09/13/1998	03/13/2008	Common Stock	80000
Stock Option (Right to Buy)	\$18.1600					03/08/1999	09/08/2008	Common Stock	198237

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 and the other half vested on April 1, 2005.
- (02) Shares are held in the name of my children. I disclaim beneficial ownership of such shares.
- (03) Shares held in trust established by the Issuer pursuant to the Toys "R" Us, Inc. Restricted Stock Plan. Includes 23,008 shares which are subject to forfeiture under certain conditions.
- (04) All or a portion of the options become exercisable, subject to certain conditions, if the stock price reaches specified market prices, within six (6) years of the date of grant; provided, the options are exercisable nine (9) years from the date of grant.
- (05) 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/Louis

\*\*Signature of

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

Lipschitz, Louis

Toys "R" Us, Inc.

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[ ] Form 4 Trans. Rep.

1.Name and Address of Reporting Person\* 2.Issuer Name and Ticker or Trading Symbol 6.Relat...
Lipschitz Louis Toys "R" Us, Inc. (TOY)
(Last) (First) (MI) 3.IRS or Soc. Sec. No. 4.Statement for Month/ X Off
of Reporting Person Year --- (gi
461 From Road (Voluntary) 02/03/2001 E
5.If Amendment, Date of 7. Ind
Original (Month/Year) (Ch
Paramus NJ 07652-3526 X Fo
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Fo
--- Re
(City) (State) (Zip)

TABLE I - Non-Derivative Securities Acquired, Disp

Table with 5 columns: 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) (Instr. 3, 4 & 5), 5.Amount. Includes sub-headers for Amount: (A), (D), Price (Instr.).

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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. Trans-Action Date (Mon/Day/Year)	4. Tran-saction 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. P...
				(A) (D)	Date Exbl. Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$19.7200				10/07/1999 - 04/07/2009 (05)	Common Stock	1599
Stock Option (Right to Buy)	\$24.2200				12/04/1999 - 09/08/2008 (05)	Common Stock	31314
Stock Option (Right to Buy)	\$15.5300	10/16/2000	A	60000	04/16/2001 - 10/16/2010 (05)	Common Stock	60000
Stock Option (Right to Buy)	\$26.2500				07/26/2001 - 04/07/2009 (05)	Common Stock	43873

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Lipschitz, Louis

Toys "R" Us, Inc.