

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
[] 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 | |
| Staley Gregory R. | | | Toys "R" Us, Inc. | | Issu | |
| | | | | | Di | |
| (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 | | | | | 7. Ind (Ch | |
| (City) (State) (Zip) | | | | | X Fo | |
| | | | | | Fo | |
| | | | | | Re | |

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) | 33418 | A | \$.0000 | |
| Common Stock | 03/24/2000 | A | 23780 | A | \$.0000 | |
| Common Stock | 03/24/2000 | A | 3797 | A | \$.0000 | 11500 |
| Common Stock | | | | | \$.0000 | 20 |

Edgar Filing: TOYS R US INC - Form 5

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

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 (Mon/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. Put or Call (Instr. 3) |
|--|--|------------------------------------|--------------------------------|--|--|---|----------------------------|
| | | | | (A) (D) | Date Exbl. Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$27.8100 | 03/24/2000 | D | 7500 | 08/01/1996 - 11/01/2001 | Common Stock | 7500 |
| | | | (01) | | | | |
| Stock Option (Right to Buy) | \$25.4400 | 03/24/2000 | D | 55800 | 11/17/1995 - 02/17/2004 | Common Stock | 55800 |
| | | | (01) | | (03) | | |
| Stock Option (Right to Buy) | \$25.4400 | 03/24/2000 | D | 19000 | 11/17/1995 - 05/17/2005 | Common Stock | 19000 |
| | | | (01) | | (03) | | |
| Stock Option (Right to Buy) | \$24.9400 | 03/24/2000 | D | 25000 | 11/30/1995 - 05/30/2005 | Common Stock | 25000 |
| | | | (01) | | (03) | | |

Edgar Filing: TOYS R US INC - Form 5

| | | | | | | | | | |
|-----------------------------|-----------|------------|------|--------|-------|------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$27.1300 | 03/24/2000 | D | | 40000 | 09/14/1996 | 03/14/2006 | Common Stock | 40000 |
| | | | (01) | | | (03) | | | |
| Stock Option (Right to Buy) | \$34.7200 | 03/24/2000 | D | | 40000 | 05/03/1998 | 11/03/2007 | Common Stock | 40000 |
| | | | (01) | | | (03) | | | |
| Stock Option (Right to Buy) | \$28.3800 | 03/24/2000 | D | | 80000 | 09/13/1998 | 03/13/2008 | Common Stock | 80000 |
| | | | (01) | | | (03) | | | |
| Stock Option (Right to Buy) | \$18.1600 | | | | | 03/08/1999 | 09/08/2008 | Common Stock | 240000 |
| | | | | | | (03) | | | |
| Stock Option (Right to Buy) | \$19.7200 | | | | | 10/07/1999 | 04/07/2009 | Common Stock | 90000 |
| | | | | | | (03) | | | |
| Stock Option (Right to Buy) | \$15.5300 | 10/16/2000 | A | 125000 | | 04/16/2001 | 10/16/2010 | Common Stock | 125000 |
| | | | | | | (03) | | | |

Explanation of Responses:

- (01) Cancellation of option in connection with grant of restricted stock. The shares of restricted stock will vest over a period of three years, with one-half of the grant becoming vested on April 1, 2003 and the remaining one-half vested on April 1, 2003.
- (02) These shares are owned by my wife and were acquired upon our marriage in 1998. I disclose these shares.
- (03) 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/Gregory R. Staley

**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

Staley, Gregory R.

Toys "R" Us, Inc.