

Knight Charles D
Form 4
August 01, 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 *
Knight Charles D

(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)
VP, Corp Cont'l & P AC Of

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		
			Code	V	Amount		
Common Stock	07/21/2005		D		\$ 26.75	D	
					0		

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)

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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
Phantom Stock	\$ 0	07/21/2005		D		1,336		<u>(1)</u>	<u>(1)</u>	Common Stock	1,336
Stock Option (Right to Buy)	\$ 8.25	07/21/2005		U		7,477		10/01/2003	04/01/2013	Common Stock	7,477
Stock Option (Right to Buy)	\$ 8.25	07/21/2005		D		4,591		10/01/2003	04/01/2013	Common Stock	4,591
Stock Option (Right to Buy)	\$ 13.14	07/21/2005		D		798		04/06/2004	04/01/2013	Common Stock	798
Stock Option (Right to Buy)	\$ 16.74	07/21/2005		D		7,500		10/01/2004	04/01/2014	Common Stock	7,500
Stock Option (Right to Buy)	\$ 17.19	07/21/2005		D		798		10/06/2004	04/01/2013	Common Stock	798
Stock Option (Right to Buy)	\$ 20.41	07/21/2005		D		12,000		09/13/2002	03/13/2012	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Charles D TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470-2030			VP, Corp Cont'l & P AC Of	

Signatures

Charles D
Knight

08/01/2005

__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) These shares were profit shares from reload transactions.
 - (2) This option was replaced with Non-Qualified Stock Options, of Toys "R" Us, Holdings, Inc., to purchase 67,293 shares of Class A Common Stock, at a price of \$0.0917 per share and 7,477 of Class L Common Stock, at a price of \$7.4247 per share.
 - (3) 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.

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