#### RETAIL VENTURES INC

Form 4 May 02, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

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5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WILANSKY HEYWOOD

		RET	RETAIL VENTURES INC [RVI]				(Check all applicable)			
			05/06/2005				_X Director 10% Owner X Officer (give title Other (specify below) CEO & President			
POSTON	(Street) MA 02199		Filed(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		(T' )					Person			
(City)	(State)	(Zip) T	able I - Non	-Derivative S	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code		d of (I	<b>O</b> )	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)	
Common Stock, without par value	05/06/2005		М	285,000	, ,	\$ 6.18	285,000	D		
Common Stock, without par value	05/06/2005		D	285,000	D	\$ 11.025	0	D		
Common Stock, without par value	11/05/2005		M	83,333	A	\$ 0	83,333	D		

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Common Stock, without par value	11/05/2005	D	83,333	D	\$ 11.785	0	D
Common Stock, without par value	11/05/2005	M	120,000	A	\$ 6.18	120,000	D
Common Stock, without par value	11/05/2005	D	120,000	D	\$ 12.045	0	D
Common Stock, without par value	04/20/2006	M	285,000	A	\$ 6.18	285,000	D
Common Stock, without par value	04/20/2006	D	285,000	D	\$ 16.05	0	D

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

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SEC 1474

(9-02)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) ) or (D)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Restricted Stock Unit	(1)	11/05/2005		M	83,333	(2)	11/05/2007	Common Stock, without par value	83,
Stock Appreciation Right	\$ 6.18	05/06/2005		M	285,000	(3)	11/05/2012	Common Stock, without par value	285

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Stock Appreciation Right	\$ 6.18	11/05/2005	M	120,000	(2)	11/05/2012	Common Stock, without par value	120,
Stock Appreciation Right	\$ 6.18	04/20/2006	M	285,000	(3)	11/05/2012	Common Stock, without par value	285

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
WILANSKY HEYWOOD 100 BELVIDERE ST.	X		CEO & President			
BOSTON, MA 02199						

## **Signatures**

By: Robert J. Tannous, Attorney-in-Fact 05/02/2006

\*\*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) 1-for-1
- (2) One-third vests on each of the first three anniversaries of the date of grant.
- (3) Vests on the eighth anniversary of grant, but may vest sooner based on the attainment of certain performance objectives.

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.

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