NOONAN FRANK R

Form 4 May 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

SECURITIES

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(b).

(Last)

1.Title of

Security

(Instr. 3)

Derivative

Security

1. Name and Address of Reporting Person * NOONAN FRANK R

(First) (Middle)

2. Transaction Date 2A. Deemed

TOYS R US, INC., ONE **GEOFFREY WAY**

(Street)

2. Issuer Name and Ticker or Trading

Symbol

TOYS R US INC [TOY]

3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WAYNE, NJ 07470-2030

(City) (State) (Zip)

Conversion

or Exercise

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

Execution Date, if Code

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

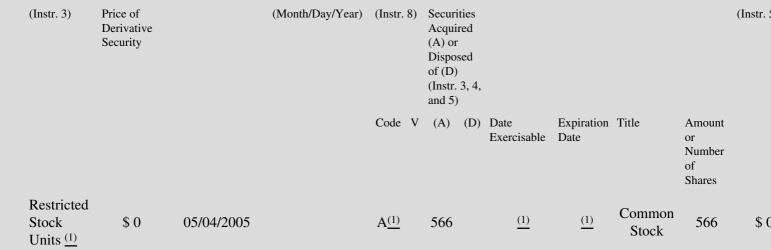
1. Title of 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Derivative (Month/Day/Year) Code

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securit

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NOONAN FRANK R

TOYS R US, INC.

ONE GEOFFREY WAY

WAYNE, NJ 07470-2030

Signatures

Jon W. Kimmins, Attorney-in-fact 05/06/2005

**Signature of Reporting Person Dat

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).
 - Each restricted stock unit represents a contingent right to receive one share of Toys "R" Us, Inc. common stock. These restricted units were granted under the issuer's Non-Employee Directors' Stock Unit Plan and deferred as of the same day under the issuer's
- (1) Non-Employee Directors' Deferred Compensation Plan. The restricted stock units vest one year following the date of grant. Unless cashed out in the proposed merger of the issuer, vested shares (or, in the issuer's discretion, an equivalent value in cash) will be delivered to the reporting person upon termination of service as a director.

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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