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U.S. SECURITIES AND EXCHANGE COMMISSION

TOYS R US INC Form 5 March 20, 2001

F O R M 5		Washington, D.C. 20549									
Check this box if no longer Subject to Section 16.		A	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP ant to Section 16(a) of the Securities Exchange Act of 19 17(a) of the Public Utility Holding Company Act of 1935 of Section 30(f) of the Investment Company Act 1940								
] Form 3 Holdings R		Section 1									
1.Name and Address o	f Reporting	g Person*	2.I	ssuer Name	and Ticke	er or Tr	ading	Symbol	6.Rela		
Lazarus Charles 		 Toys "R" Us, Inc. (TOY)									
(Last) Toys "R" Us, Inc. 461 From Road			(Voluntary)			4.Stat Year 0	(gi 				
(Street)						5.If Amendment, Date of Original (Month/Year)					
			 			 			 Fo Re		
(City)	(State)	(Zip)		TABLE I	- Non-Deri	vative	Secur	ities Acqui	red, Disp		
1.Title of Security (Instr. 3)		tion D	ate	Code	Dispose	ity Acquired (A) or 5 sed of (D) r. 3, 4 & 5)			5.Amount Securit Benefic Owned a		
		 -		 	 Amou 		(A) (D) 	Price 	Fiscal (Instr.		
Common Stock		 02/02/2 -	001	 A 	 339 		A 	 \$14.7516 (01) 			
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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)

				.g., pucs, c	war					у, 			
1.Title of				5.Number of		6.Dat		7.Title and		8.F			
Derivative	sion or	Trans		Derivati	re	Exerc	isable	lying	Der				
Security	Exercise	Date	Code	Securitie	and Securities								
(Instr. 3)	Price of	(Mon/	(Instr.8)	Acquired	Acquired (A) or			Expiration (Instr. 3 & 4)					
	Deriva-	Day/		Disposed	Date								
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Explanation of Responses:

- (01) As a Non-Employee Director, I have elected to defer the receipt of a portion of my di Inc. Stock Unit Plan for Non-Employee Directors. The Company has agreed to credit t count maintained by the Company in the form of Stock Units and use the funds to purch Stock to be set aside for my eventual benefit. The Stock Units will generally be sett upon my retirement, resignation, or death. The shares of Common Stock underlying my S dic basis at the average price noted.
- (02) Grant of opitons to purchase shares of Common Stock under Toys "R" Us, Inc.'s Non-Emp Subject to certain conditions, one-third of such options become exercisable he third, fourth and fifth anniversaries of the date of grant.

**Intentional misstatem	ents	or	omissio	ons of	f facts	constit	tute	Feder	al
Criminal Violations.	See	18	U.S.C.	1001	and 15	U.S.C.	78ff	(a).	

**Signature of

/s/Charl

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

Lazarus, Charles

Toys "R" Us, Inc.