

SEVEN-ELEVEN JAPAN CO LTD
Form 4
November 14, 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 *
SEVEN-ELEVEN JAPAN CO LTD

2. Issuer Name and Ticker or Trading Symbol
7 ELEVEN INC [SE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8-8, NIBANCHO, CHIYODA-KU
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TOKYO, JAPAN 102-8455

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	11/09/2005	11/09/2005	P ⁽¹⁾⁽²⁾		22,664,026	A	\$ 37.5
					106,572,857	I ⁽⁴⁾	⁽³⁾
							See Notes ⁽¹⁾ ⁽²⁾

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

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(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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEVEN-ELEVEN JAPAN CO LTD 8-8, NIBANCHO CHIYODA-KU TOKYO, JAPAN 102-8455		X		
IYG HOLDING CO 8-8, NIBANCHO CHIYODA-KU TOKYO, JAPAN 102-8455		X		

Signatures

SEVEN-ELEVEN JAPAN CO., LTD. /s/ Toshiro Yamaguchi, President & COO	11/14/2005
__Signature of Reporting Person	Date
IYG HOLDING COMPANY /s/ David T. Fenton, Attorney-in-fact	11/14/2005
__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) This Statement in Changes of Beneficial Ownership on Form 4 is being filed by Seven-Eleven Japan Co., Ltd., a Japanese corporation ("Parent"), and IYG Holding Company, a Delaware corporation and wholly owned subsidiary of Parent ("Purchaser").
 - (2) The shares were acquired pursuant to a tender offered by Purchaser to purchase all the outstanding shares of common stock, par value \$.0001 per share (the "Shares"), of 7-Eleven, Inc., a Texas Corporation (the "Company"), not owned by Parent and its subsidiaries, at a price of \$37.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 6, 2005, as amended by amendments to the Schedule TO filed by Parent with the SEC (the "Offer to Purchase"), and the related original (blue) Letter of Transmittal, as amended and supplemented by the Supplement, dated October 24, 2005 (the

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"Supplement"), to the Offer to Purchase and the related revised (purple) Letter of Transmittal.

- (3) Includes 6,501,685 shares directly beneficially owned by Seven-Eleven Japan Co., Ltd, and 100,071,172 Shares directly beneficially owned by IYG Holding Company.
- (4) Represents shares acquired via a tender offer by IYG Holding Company, a wholly owned subsidiary of Seven-Eleven Japan Co., Ltd.

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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