

RAYDEN MICHAEL W  
Form 4  
November 24, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
RAYDEN MICHAEL W

2. Issuer Name and Ticker or Trading Symbol  
TOO, INC. [TOO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8323 WALTON PARKWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chmn, President & CEO

NEW ALBANY, OH 43054

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.01 par value	11/23/2004		M		50,000 A \$ 7.35	321,350	D
Common Stock, \$.01 par value	11/23/2004		S		7,600 D \$ 25.2	313,750	D
Common Stock, \$.01 par value	11/23/2004		S		9,200 D \$ 25.22	304,550	D
Common Stock, \$.01	11/23/2004		S		8,000 D \$ 25.24	296,550	D

par value

Common Stock, \$.01 11/23/2004 S 11,300 D \$ 25.25 285,250 D  
par value

Common Stock, \$.01 11/23/2004 S 300 D \$ 25.28 284,950 D  
par value

Common Stock, \$.01 11/23/2004 S 12,000 D \$ 25.3 272,950 D  
par value

Common Stock, \$.01 11/23/2004 S 800 D \$ 25.34 272,150 D  
par value

Common Stock, \$.01 11/23/2004 S 800 D \$ 25.36 271,350 D  
par value

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 7.35	11/23/2004		M	50,000	05/20/2003 05/20/2007	Common Stock, \$.01 par value	50,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RAYDEN MICHAEL W  
8323 WALTON PARKWAY  
NEW ALBANY, OH 43054

X

Chmn, President & CEO

## Signatures

By: Curtis A. Loveland,  
Attorney-in-Fact

11/24/2004

\_\_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).

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.