

TOO, INC.
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
BOYER SALLY A

(Last) (First) (Middle)

8323 WALTON PARKWAY

(Street)

NEW ALBANY, OH 43054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Pres & Gen Mgr, Justice

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	02/15/2005		M ⁽¹⁾		8,414	A	\$ 16.5
Common Stock, \$.01 par value	02/15/2005		S ⁽¹⁾		8,414	D	\$ 28 29,577
Common Stock, \$.01 par value	02/15/2005		A ⁽²⁾		25,000	A	\$ 0 54,577

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.5	02/15/2005		M ⁽¹⁾		8,414		⁽³⁾	02/01/2009	Common Stock, \$.01 par value	8,414
Stock Option (Right to Buy)	\$ 28.25	02/15/2005		A		12,500		⁽⁴⁾	02/15/2015	Common Stock, \$.01 par value	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOYER SALLY A 8323 WALTON PARKWAY NEW ALBANY, OH 43054	Pres & Gen Mgr, Justice

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

02/17/2005

 **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2004.
- (2) Shares of restricted stock granted 8/12/03 based in part on achieving certain performance criteria. Performance criteria was determined and met effective 2/15/05. Shares will become vested on 8/12/07.
- (3)

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Option vests 10% on each of the first, second and third anniversaries; 15% on the fourth anniversary; 20% on the fifth anniversary and 35% on the sixth anniversary, beginning 2/1/00.

(4) Option vests 25% per year beginning on the first anniversary of the date of grant.

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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