

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 *
Damaso Paula M

(Last) (First) (Middle)
TOO, INC., 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)
EVP-Mdsing, Design & Fashion

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)
				(A) or (D)	Price		
Common Stock, \$.01 par value	02/15/2005		M ⁽¹⁾	3,000	A \$ 15.16	6,790	D
Common Stock, \$.01 par value	02/15/2005		S ⁽¹⁾	2,700	D \$ 27.74	4,090	D
Common Stock, \$.01 par value	02/15/2005		S ⁽¹⁾	300	D \$ 27.86	3,790	D
Common Stock, \$.01	02/15/2005		M ⁽¹⁾	2,860	A \$ 16.5	6,650	D

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par value

Common
Stock, \$.01 02/15/2005 M⁽¹⁾ 2,196 A \$ 16.5 8,846 D
par value

Common
Stock, \$.01 02/15/2005 M⁽¹⁾ 2,500 A \$ 16.26 11,346 D
par value

Common
Stock, \$.01 02/15/2005 S⁽¹⁾ 7,556 D \$ 28 3,790 D
par value

Common
Stock, \$.01 158 I By 401(k)
par value

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⁾	2,860	⁽²⁾ 02/01/2009	Common Stock, \$.01 par value 2,860
Stock Option (Right to Buy)	\$ 16.5	02/15/2005		M ⁽¹⁾	2,196	⁽³⁾ 08/23/2009	Common Stock, \$.01 par value 2,196
Stock Option (Right to Buy)	\$ 15.16	02/15/2005		M ⁽¹⁾	3,000	⁽⁴⁾ 02/11/2013	Common Stock, \$.01 par value 3,000
	\$ 16.26	02/15/2005		M ⁽¹⁾	2,500	⁽⁴⁾ 02/10/2014	2,500

Stock Option (Right to Buy)								Common Stock, \$.01 par value	
Stock Option (Right to Buy)	\$ 28.25	02/15/2005	A	9,204	(4)	02/15/2015		Common Stock, \$.01 par value	9,204

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
Damaso Paula M TOO, INC. 8323 WALTON PARKWAY NEW ALBANY, OH 43054			EVP-Mdsing, Design & Fashion	

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) 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.
- (3) Option vests 10% on each of the first, second and third anniversaries of the date of grant; 15% on the fourth anniversary; 20% on the fifth anniversary and 35% on the sixth anniversary.
- (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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