

TOO, INC.
Form 4
March 15, 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 *
RAYDEN MICHAEL W

(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)
03/11/2005

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)
Chmn, President & CEO

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.01 par value	03/11/2005		M		103,147 A \$ 7.35	374,497	D
Common Stock, \$.01 par value	03/11/2005		S		8,000 D \$ 28.25	366,497	D
Common Stock, \$.01 par value	03/11/2005		S		13,200 D \$ 28.27	353,297	D

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Common Stock, \$.01 par value	03/11/2005	S	2,000	D	\$ 28.28	351,297	D
Common Stock, \$.01 par value	03/11/2005	S	100	D	\$ 28.29	351,197	D
Common Stock, \$.01 par value	03/11/2005	S	22,100	D	\$ 28.3	329,097	D
Common Stock, \$.01 par value	03/11/2005	S	1,300	D	\$ 28.31	327,797	D
Common Stock, \$.01 par value	03/11/2005	S	1,200	D	\$ 28.32	326,597	D
Common Stock, \$.01 par value	03/11/2005	S	10,600	D	\$ 28.33	315,997	D
Common Stock, \$.01 par value	03/11/2005	S	2,500	D	\$ 28.34	313,497	D
Common Stock, \$.01 par value	03/11/2005	S	21,200	D	\$ 28.35	292,297	D
Common Stock, \$.01 par value	03/11/2005	S	6,600	D	\$ 28.36	285,697	D
Common Stock, \$.01 par value	03/11/2005	S	3,300	D	\$ 28.37	282,397	D
Common Stock, \$.01 par value	03/11/2005	S	6,500	D	\$ 28.38	275,897	D
	03/11/2005	S	500	D		275,397	D

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Common Stock, \$.01 par value					\$	28.39	
Common Stock, \$.01 par value	03/11/2005	S	300	D	\$ 28.4	275,097	D
Common Stock, \$.01 par value	03/11/2005	S	2,400	D	\$ 28.41	272,697	D
Common Stock, \$.01 par value	03/11/2005	S	900	D	\$ 28.42	271,797	D
Common Stock, \$.01 par value	03/11/2005	S	447	D	\$ 28.43	271,350	D

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 of Number of Shares
Stock Option (Right to Buy)	\$ 7.35	03/11/2005		M	103,147	05/20/2003 05/20/2007	Common Stock, \$.01 par value	103,147	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RAYDEN MICHAEL W
8323 WALTON PARKWAY X Chmn, President & CEO
NEW ALBANY, OH 43054

Signatures

By: Curtis A. Loveland,
Attorney-in-Fact 03/14/2005

__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).

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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