

TOO, INC.
Form 4
March 16, 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)
03/15/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$.01 par value	03/15/2005		M		51,100	A	\$ 10.2274
Common Stock, \$.01 par value	03/15/2005		S		10,800	D	\$ 28
Common Stock, \$.01 par value	03/15/2005		S		7,800	D	\$ 28.03
							322,450
							311,650
							303,850

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Common Stock, \$.01 par value	03/15/2005	S	8,100	D	\$ 28.04	295,750	D
Common Stock, \$.01 par value	03/15/2005	S	7,700	D	\$ 28.05	288,050	D
Common Stock, \$.01 par value	03/15/2005	S	3,400	D	\$ 28.06	284,650	D
Common Stock, \$.01 par value	03/15/2005	S	3,700	D	\$ 28.07	280,950	D
Common Stock, \$.01 par value	03/15/2005	S	5,900	D	\$ 28.08	275,050	D
Common Stock, \$.01 par value	03/15/2005	S	100	D	\$ 28.09	274,950	D
Common Stock, \$.01 par value	03/15/2005	S	2,500	D	\$ 28.11	272,450	D
Common Stock, \$.01 par value	03/15/2005	S	1,100	D	\$ 28.12	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.2274	03/15/2005	M				<u>(1)</u>	02/02/2008	Common Stock, \$.01 par value	51,100

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

03/16/2005

__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) Option vests one-third 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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