Edgar Filing: TOO, INC. - Form 4

TOO, INC.												
Form 4												
July 07, 2005	5											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB	3235-0287			
Chaols th	a hav		Was	hington,	D.C. 205	549			Number:			
Check thi if no long	ter								Expires:	January 31, 2005		
subject to		TEMENT O	OF CHAN	GES IN BENEFICIAL OWNERSHIP				NERSHIP OF	Estimated average			
	Section 16.				SECURITIES					burden hours per		
Form 4 or Form 5			C (* 1)		а ···	г	1	A (61024	response	0.5		
obligation		-					-	e Act of 1934,				
may cont	inue. Section) of the In	•	•	• •		f 1935 or Sectio	n			
See Instru	uction	50(11) of the m	vestment	Company	Act	01 194	+0				
1(b).												
(Print or Type F	Responses)											
1. Name and Address of Reporting Person *2. IssuerRAYDEN MICHAEL WSymbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
				-								
			TOO, IN	NC. [TOC)]			(Cha)	ck all applicable	2)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			(Clied	.k all applicable	-)		
			(Month/D	th/Day/Year)				_X_ Director 10% Owner				
8323 WALTON PARKWAY			07/06/20	07/06/2005					e title Oth below)	er (specify		
								below) Chmn,	President & Cl	EO		
(Street) 4. If A				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)				Applicable Line)				
			,	2	, 			_X_ Form filed by				
NEW ALBA	ANY, OH 430)54						Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)										
(eny)	(State)	(24)	Table	e I - Non-L	Derivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of			Date 2A. Deemed					5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Y		on Date, if	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)				Form: Direct (D) or	Beneficial			
(IIIsu. <i>3)</i>		any (Month	/Day/Year)				Owned	Indirect (I)				
							Following	(Instr. 4)				
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
G				Code V	Amount	(D)	Price	(insu: 5 and 4)				
Common	0710(10007			T (1)	01.460	D	ф. О.	0.40,007	D			
Stock, \$.01	07/06/2005			J <u>(1)</u>	21,463	D	\$0	249,887	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RAYDEN MICHAEL W 8323 WALTON PARKWAY NEW ALBANY, OH 43054	Х		Chmn, President & CEO					
Signatures								
By: Curtis A. Loveland, Attorney-in-Fact		07/07/	07/07/2005					
**Signature of Reporting Person		Dat	ie					

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) Shares transferred to ex-wife pursuant to divorce decree.

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.