

Damaso Paula M  
Form 4  
December 02, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
11/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP-Mdsing, Design & Fashion

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	11/30/2005		M		3,750 A \$ 16.2	7,540	D
Common Stock, \$.01 par value	11/30/2005		M		2,196 A \$ 16.5	9,736	D
Common Stock, \$.01 par value	11/30/2005		M		2,802 A \$ 16.5	12,538	D
Common Stock, \$.01	11/30/2005		S		8,748 D \$ 32	3,790	D

par value

Common  
Stock, \$.01  
par value

158

I

By 401(k)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.5	11/30/2005		M	2,802	<u>(1)</u> 02/01/2009	Common Stock, \$.01 par value	2,802
Stock Option (Right to Buy)	\$ 16.5	11/30/2005		M	2,196	<u>(2)</u> 08/23/2009	Common Stock, \$.01 par value	2,196
Stock Option (Right to Buy)	\$ 16.2	11/30/2005		M	3,750	<u>(3)</u> 02/15/2011	Common Stock, \$.01 par value	3,750

## Reporting Owners

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

NEW ALBANY, OH 43054

## Signatures

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

12/01/2005

\_\_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 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.
- (2) 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.
- (3) 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. 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.