

BOYER SALLY A  
Form 4  
June 06, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BOYER SALLY A**

(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)  
06/05/2006

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)  
Pres & Gen Mgr, Justice

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)
				(A) or (D)	Price		
Common Stock, \$.01 par value	06/05/2006		M	13,800	A \$ 16.5	71,295	D
Common Stock, \$.01 par value	06/05/2006		S	4,400	D \$ 42.5	66,895	D
Common Stock, \$.01 par value	06/05/2006		S	1,000	D \$ 42.51	65,895	D
Common Stock, \$.01	06/05/2006		S	1,000	D \$ 42.52	64,895	D

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par value

Common Stock, \$.01 06/05/2006 S 1,000 D \$ 42.53 63,895 D  
par value

Common Stock, \$.01 06/05/2006 S 1,000 D \$ 42.54 62,895 D  
par value

Common Stock, \$.01 06/05/2006 S 2,000 D \$ 42.57 60,895 D  
par value

Common Stock, \$.01 06/05/2006 S 1,000 D \$ 42.59 59,895 D  
par value

Common Stock, \$.01 06/05/2006 S 1,600 D \$ 42.6 58,295 D  
par value

Common Stock, \$.01 06/05/2006 S 400 D \$ 42.61 57,895 D  
par value

Common Stock, \$.01 06/05/2006 S 400 D \$ 42.7 57,495 <sup>(1)</sup> 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.**

SEC 1474  
(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	06/05/2006		M	13,800	<sup>(2)</sup> 08/23/2009	Common Stock, \$.01 par value	13,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYER SALLY A 8323 WALTON PARKWAY NEW ALBANY, OH 43054			Pres & Gen Mgr, Justice	

## Signatures

By: Curtis A. Loveland,  
Attorney-in-Fact

06/06/2006

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 total shares held by Ms. Boyer as reported in prior filings included shares held in the Issuer's stock fund in the retirement plan. The Issuer's stock fund in the retirement plan has been eliminated and the shares were disposed in a non-discretionary transaction.
- (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.

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.