

RETAIL VENTURES INC
Form 4
May 02, 2006

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 *
WILANSKY HEYWOOD

(Last) (First) (Middle)
100 BELVIDERE ST.

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RETAIL VENTURES INC [RVI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2005

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)
CEO & President

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	Price	
Common Stock, without par value	05/06/2005		M		285,000	A \$ 6.18	285,000 D
Common Stock, without par value	05/06/2005		D		285,000	D \$ 11.025	0 D
Common Stock, without par value	11/05/2005		M		83,333	A \$ 0	83,333 D

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Common Stock, without par value	11/05/2005	D	83,333	D	\$ 11.785	0	D
Common Stock, without par value	11/05/2005	M	120,000	A	\$ 6.18	120,000	D
Common Stock, without par value	11/05/2005	D	120,000	D	\$ 12.045	0	D
Common Stock, without par value	04/20/2006	M	285,000	A	\$ 6.18	285,000	D
Common Stock, without par value	04/20/2006	D	285,000	D	\$ 16.05	0	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Unit	<u>(1)</u>	11/05/2005		M	83,333	<u>(2)</u> 11/05/2007	Common Stock, without par value 83,333
Stock Appreciation Right	\$ 6.18	05/06/2005		M	285,000	<u>(3)</u> 11/05/2012	Common Stock, without par value 285,000

Stock Appreciation Right	\$ 6.18	11/05/2005	M	120,000	<u>(2)</u>	11/05/2012	Common Stock, without par value	120,000
Stock Appreciation Right	\$ 6.18	04/20/2006	M	285,000	<u>(3)</u>	11/05/2012	Common Stock, without par value	285,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILANSKY HEYWOOD 100 BELVIDERE ST. BOSTON, MA 02199	X		CEO & President	

Signatures

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

05/02/2006

__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) 1-for-1

(2) One-third vests on each of the first three anniversaries of the date of grant.

(3) Vests on the eighth anniversary of grant, but may vest sooner based on the attainment of certain performance objectives.

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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