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TOO, INC. Form 4											
May 23, 2005											
	Л								OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEN			NGES IN SECUI	Expires: Estimated burden hou response	urs per					
Form 5 obligations may contin <i>See</i> Instruct 1(b).	Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 940	on			
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> EVEILLARD ELIZABETH M			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
		TOO, I	INC. [TOO	[C		(Check all applicable)					
(Last)	(First) (I	Middle)	dle) 3. Date of Earliest Transaction				(en	ek an applicati	()		
3 E. 84TH ST.			(Month/Day/Year) 05/19/2005			X_ Director10% Owner Officer (give titleOther (specify below)below)					
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
NEW YORK	, NY 10028						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Repo	rt on a separate line	e for each cl	ass of sec	urities bene	-	-	-				
					inforı requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(In

	Derivative Security				(A) orDisposed(D)(Instr. 3, and 5)					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 19.4	05/19/2005	А		2,000		<u>(1)</u>	05/19/2015	Common Stock, \$.01 par value	2,000
Reporting Owners										

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
EVEILLARD ELIZABETH M 3 E. 84TH ST. NEW YORK, NY 10028	Х					
Signatures						
By: Curtis A. Loveland, Attorney-in-Fact	05/20/2005					
**Signature of Reporting Person						

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 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.