RETAIL VENTURES INC

Form 4

November 07, 2006

FORM	1 <u>4</u>						OMB A	PPROVAL	
_	UNITED	STATES S			AND EXCHANGE C a, D.C. 20549	OMMISSION	OMB Number:	3235-028	
Check this box if no longer subject to Section 16. Form 4 or Section 2 or Section 2 or Section 3 or Section 3 or Section 4 or							Expires: Januar Estimated average burden hours per response		
Form 5 obligation may con See Instruction 1(b).	ons Section 17(ruction	(a) of the Pu	ublic U	tility Ho	he Securities Exchang Iding Company Act of t Company Act of 194	1935 or Section	I		
(Time of Type	responses)								
1. Name and Address of Reporting Person * WILANSKY HEYWOOD			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			RETAI	L VENT	URES INC [RVI]	(Check all applicable)			
(Last)	(First) (Transaction	X Director	100		
1 STONEFIELD LANE			11/05/2	Day/Year) 006		_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO & President			
(Street)			4. If Ame	ndment, D	ate Original	6. Individual or Joint/Group Filing(Check			
WELLESL	EY, MA 02482	F	Filed(Moi	nth/Day/Yea	ur)	Applicable Line) _X_ Form filed by O Form filed by Mo Person			
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities for Disposed (Instr. 3, 4 and Amount	d of (D and 5) (A) or))	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)
Common Stock, without par value	11/05/2006		M	83,333	(D)	\$ 0	83,333	D	
Common Stock, without par value	11/05/2006		D	83,333	D	\$ 15.66	0	D	
Common Stock, without par value	11/05/2006		M	120,000	A	\$ 6.18	120,000	D	

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Common

Stock, without D 120,000 D \$ 15.66 D D D D D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Restricted Stock Unit	<u>(1)</u>	11/05/2006		M	83,333	(2)	11/05/2007	Common Stock, without par value	83,
Stock Appreciation Right	\$ 6.18	11/05/2006		M	120,000	(2)	11/05/2012	Common Stock, without par value	120.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topozonia o minor i mino y izuazess	Director	10% Owner	Officer	Other				
WILANSKY HEYWOOD 1 STONEFIELD LANE WELLESLEY, MA 02482	X		CEO & President					
Signatures								
By: Robert J. Tannous, Attorney-in-Fact		11/07/2006						
**Signature of Reporting Person		Date						

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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.

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.