

MCGRADY JAMES A

Form 4

May 10, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCGRADY JAMES A

(Last) (First) (Middle)

3241 WESTERVILLE ROAD

(Street)

COLUMBUS, OH 432243751

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

RETAIL VENTURES INC [RVI]

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

05/09/2005

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 \_\_\_\_\_ Other (specify  
below) below)

EVP, CFO, Treas. &amp; Secy.

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, without par value	05/09/2005		M	100,000	A \$ 4.5	106,000	D
Common Stock, without par value	05/09/2005		S	700	D \$ 11.35	105,300	D
Common Stock, without par value	05/09/2005		S	5,000	D \$ 11.34	100,300	D

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Common Stock, without par value	05/09/2005	S	1,300	D	\$ 11.33	99,000	D
Common Stock, without par value	05/09/2005	S	5,700	D	\$ 11.32	93,300	D
Common Stock, without par value	05/09/2005	S	6,500	D	\$ 11.31	86,800	D
Common Stock, without par value	05/09/2005	S	10,800	D	\$ 11.3	76,000	D
Common Stock, without par value	05/09/2005	S	20,000	D	\$ 11.25	56,000	D
Common Stock, without par value	05/09/2005	S	1,300	D	\$ 11.18	54,700	D
Common Stock, without par value	05/09/2005	S	4,200	D	\$ 11.17	50,500	D
Common Stock, without par value	05/09/2005	S	11,800	D	\$ 11.16	38,700	D
Common Stock, without par value	05/09/2005	S	12,700	D	\$ 11.15	26,000	D
Common Stock, without par value	05/10/2005	S	9,000	D	\$ 11.3	17,000	D
Common Stock, without par value	05/10/2005	S	1,400	D	\$ 11.27	15,600	D
	05/10/2005	S	900	D		14,700	D

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Common  
Stock,  
without  
par value

\$  
11.26

Common  
Stock,  
without  
par value

05/10/2005

S 8,700 D \$ 11.25 6,000 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy) 2/3/02	\$ 4.5	05/09/2005		M	100,000	<u>(1)</u> 02/03/2012	Common Stock, without par value 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGRADY JAMES A 3241 WESTERVILLE ROAD COLUMBUS, OH 432243751	EVP, CFO, Treas. & Secy.

## Signatures

By: By: Robert J. Tannous,  
Attorney-in-Fact for 05/10/2005

\_\_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 20% 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.

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