

RETAIL VENTURES INC
Form 4
April 28, 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 *
SCHOTTENSTEIN STORES CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1800 MOLER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2006

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

COLUMBUS, OH 43207

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 Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Term Loan Warrant	\$ 4.5	03/13/2006	J ⁽¹⁾		82,250	<u>(1)</u>	06/11/2012	Common Stock, without par value	82,250
Term Loan Warrant	\$ 4.5	04/26/2006	J ⁽²⁾		123,375	<u>(2)</u>	06/11/2012	Common Stock, without par value	123,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOTTENSTEIN STORES CORP 1800 MOLER ROAD COLUMBUS, OH 43207			X	

Signatures

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

04/28/2006

**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).

On July 5, 2005, a term loan warrant held by Schottenstein Stores Corporation ("SSC"), pursuant to which SSC had the right to acquire 1,388,752 common shares of Retail Ventures, Inc. ("RVI") at an exercise price of \$4.50 per share, was amended by RVI to provide SSC the right, from time to time, in whole or in part and subject to certain conditions, to (i) acquire 1,388,752 RVI common shares at an exercise price of \$4.50 per share (subject to certain anti-dilution adjustments), (ii) acquire from RVI, Class A Common Shares of DSW Inc. at an exercise price of \$19.00 per share, or (iii) acquire a combination thereof. On March 13, 2006, an event occurred outside of the control of SSC which caused an anti-dilution adjustment in accordance with Section 3.1(b) of the amended term loan warrant and which increased the number of RVI common shares issuable to SSC from 1,388,752 to 1,471,002.

On April 26, 2006, another event occurred outside of the control of SSC which caused an additional anti-dilution adjustment in accordance with Section 3.1(b) of the amended term loan warrant and which increased the number of RVI common shares issuable to SSC under the amended term loan warrant from 1,471,002 to 1,594,377.

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.