Edgar Filing: RETAIL VENTURES INC - Form 4

RETAIL VENTURES INC Form 4 August 03, 2006									
FORM 4 UNITED	STATES		RITIES A			E COMMISSIO	-	PPROVAL 3235-0287	
							urs per		
(Print or Type Responses)									
1. Name and Address of Reporting SCHOTTENSTEIN STORE		2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (1800 MOLER ROAD	Middle)	RETAIL VENTURES INC [RVI] 3. Date of Earliest Transaction (Month/Day/Year) 07/26/2006			C [RVI]	(Check all applicable) DirectorX10% Owner Officer (give title Other (specify			
(Street) COLUMBUS, OH 43207		4. If Am	endment, D onth/Day/Yea	-	1		-	erson	
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Person Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Report on a separate line	e for each cla	ass of sect	urities bene	Perso inforn requir	ns who rest nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forn 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 of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]

	Derivative Security			or Disposed (D) (Instr. 3, 4, and 5)	of			
			Code '	V (A) (1	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Term Loan Warrant	\$ 4.5	07/26/2006	J <u>(1)</u>	82,250	<u>(1)</u>	06/11/2012	Common Stock, without par value	82,250

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Owner Of		Officer	Other		
SCHOTTENSTEIN STORES CORP 1800 MOLER ROAD COLUMBUS, OH 43207		Х				
Signatures						
By: Robert J. Tannous, Attorney-in-Fact	0	8/03/2006				
**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

(1) 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 July 26, 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 1,594,377 to 1,676,627.

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.