#### RETAIL VENTURES INC

Form 4 April 28, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHOTTENSTEIN STORES CORP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RETAIL VENTURES INC [RVI]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 03/13/2006

Director Officer (give title below)

10% Owner Other (specify

1800 MOLER ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

(Middle)

(Zip)

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

COLUMBUS, OH 43207

(City)

1.Title of

Security

(Instr. 3)

(State) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. **Transaction**Derivative Code Securities (Instr. 8) 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				Disposed of (Instr. 3, 4, 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Term Loan Warrant	\$ 4.5	03/13/2006	<u>J(1)</u>		82,250		<u>(1)</u>	06/11/2012	Common Stock, without par value	82,250
Term Loan Warrant	\$ 4.5	04/26/2006	J <u>(2)</u>		123,375		(2)	06/11/2012	Common Stock, without par value	123,375

# **Reporting Owners**

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

# **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
- (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 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.

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