STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

RETAIL VENTURES INC

Form 4

November 07, 2007

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

OMB APPROVAL

OMB Number: 3235-0287

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X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5
obligations

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

may continue.

See Instruction

30(h) of the Public Utility Holding Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WILANSKY HEYWOOD Issuer Symbol RETAIL VENTURES INC [RVI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 1 STONEFIELD LANE 11/05/2007 below) CEO & President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

WELLESLEY, MA 02482

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, without par value	11/05/2007		M	83,334	A	\$0	83,334	D	
Common Stock, without par value	11/05/2007		D	83,334	D	\$ 7.74	0	D	
Common Stock, without par value	11/05/2007		M	120,000	A	\$ 6.18	120,000	D	

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Common

Stock, without par 11/05/2007 D 120,000 D \$ 0 D

value

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	Amor Numl Share
Restricted Stock Unit	<u>(1)</u>	11/05/2007		M	83,334	(2)	11/05/2007	Common Stock, without par value	83,
Stock Appreciation Right	\$ 6.18	11/05/2007		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: William L. Jordan, Attorney-in-Fact		11/07/2007					
**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.