

RUSS BERRIE & CO INC
Form 4
December 06, 2007

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 *
CRAIN BRUCE G

(Last) (First) (Middle)

C/O RUSS BERRIE AND COMPANY, INC., 111 BAUER DRIVE

(Street)

OAKLAND, NJ 07436

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RUSS BERRIE & CO INC [RUS]

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 stated value	12/05/2007		A		85,000 (1)	A	\$ 0 85,000
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 16.05	12/05/2007		A	100,000	<u>(2)</u> 12/05/2017	12/05/2017	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 16.05	12/05/2007		A	20,000	06/05/2008 ⁽³⁾ 12/05/2017	12/05/2017	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAIN BRUCE G C/O RUSS BERRIE AND COMPANY, INC. 111 BAUER DRIVE OAKLAND, NJ 07436	X		President & CEO	

Signatures

/s/ Bruce G. Crain 12/06/2007

**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) Represents restricted stock granted on December 5, 2007 pursuant to the Issuer's 2004 Stock Option, Restricted and Non-Restricted Stock Plan (the "Plan"), which vests ratably over a 4-year period commencing December 5, 2008.
These options were granted on December 5, 2007; 80,000 of such options were issued pursuant to the Plan; 20,000 of such options were
- (2) issued outside of the Plan (due to grant limitations therein); all such options vest ratably over a five-year period commencing December 5, 2008.
- (3) These options were granted on December 5, 2007 under the Plan.

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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