

RUSS BERRIE & CO INC
Form 4
May 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
LANDMAN WILLIAM

(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)
05/04/2005

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					65	I	Pecuniary interest in shares held by children

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 13.06	05/04/2005		A	3,000 <u>(1)</u>	05/04/2006 05/04/2015	Common Stock	3,000
Options (Right to Buy)	\$ 13.06	05/04/2005		A	3,000 <u>(1)</u>	05/04/2007 05/04/2015	Common Stock	3,000
Options (Right to Buy)	\$ 13.06	05/04/2005		A	3,000 <u>(1)</u>	05/04/2008 05/04/2015	Common Stock	3,000
Options (Right to Buy)	\$ 13.06	05/04/2005		A	3,000 <u>(1)</u>	05/04/2009 05/04/2015	Common Stock	3,000
Options (Right to Buy)	\$ 13.06	05/04/2005		A	3,000 <u>(1)</u>	05/04/2010 05/04/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDMAN WILLIAM C/O RUSS BERRIE AND COMPANY, INC., 111 BAUER DRIVE OAKLAND, NJ 07436	X			

Signatures

William Landman 05/18/2005

**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) Options acquired on 5/4/05 represent part of a single grant, and were granted pursuant to the terms of the 2004 Stock Option, Restricted and Non-Restricted Stock Plan.

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.