

RUSS BERRIE & CO INC
Form 4
November 22, 2006

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 *
Schneider Keith

(Last) (First) (Middle)

C/O RUSS BERRIE 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)
11/20/2006

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)
Executive VP - Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.10 stated value	11/20/2006		M		10,000	A	\$ 11.61
Common Stock, \$0.10 stated value	11/20/2006		S		10,000	D	\$ 16.47
Common Stock.	11/20/2006		S		500	D	\$ 16.52
							0

\$0.10
stated
value

Common

Stock,

\$0.10

stated

value

Common

Stock,

\$0.10

stated

value

11/21/2006

M

10,000 A

\$
11.61

10,000

D

11/21/2006

S

10,000 D

\$
16.41

0

D

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

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(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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 11.61	11/20/2006		M	10,000	12/28/2005	12/01/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 11.61	11/21/2006		M	10,000	12/28/2005	12/01/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schneider Keith
C/O RUSS BERRIE COMPANY, INC.
111 BAUER DRIVE
OAKLAND, NJ 07436

Executive VP - Sales

Signatures

/s/ Keith
Schneider

11/22/2006

__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).

Reflects 65,000 options granted on December 1, 2005 and exercisable at \$11.61 per share and 30,000 options granted May 2, 2005 and
(1) exercisable at \$13.05 per share. All such options became exercisable on December 28, 2005 and terminate ten years from the date of grant.

Reflects 55,000 options granted on December 1, 2005 and exercisable at \$11.61 per share and 30,000 options granted May 2, 2005 and
(2) exercisable at \$13.05 per share. All such options became exercisable on December 28, 2005 and terminate ten years from 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.

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