

# 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* <b>LATENDRESSE</b> <b>ALFRED</b> <b>L</b> (Last)                                      (First)                                      (Middle)	2. Issuer Name and Ticker or Trading Symbol <b>RTW, INC.</b> <b>RTWI</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; CFO</b>
<b>8500 NORMANDALE LAKE BLVD</b> <b>SUITE 1400</b> (Street)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2005</b>	6. Individual or Joint/Group Filing                      (Check applicable) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>BLOOMINGTON</b> <b>MN</b> <b>55437</b> (City)                                      (State)                                      (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	<p style="text-align: center;"><b>Table I -- Non-Derivative Securities Beneficially Owned</b></p>

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any  (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I)  (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship  (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)								11500	I	By wife
Common Stock (1)								2625	I	By trustee for children
Common Stock (1)								19865	D	
Common Stock	01/26/2005		M		1000	A	\$1.98	20865	D	
Common Stock	01/26/2005		S		1000	D	\$8.697	19865	D	

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

\* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

**Persons who respond to the collection of the information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	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. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy) (1)(2)	\$6.18							02/11/2004	02/11/2014	Common Stock	15000		15000	D	
Stock Options (Right to Buy) (1)(3)	\$1.98							12/13/2001	12/13/2011	Common Stock	71000		86000	D	
Stock Options (Right to Buy)	\$1.98	01/26/2005		M		1000		12/13/2001	12/13/2011	Common Stock	1000	\$1.98	85000	D	

Explanation of Responses: See attached footnote page.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *see* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Alfred L. LaTendresse

01/26/2005

\*\* Signature of Reporting Person

Date

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 control number.

- 1 Previously reported
- 2 The option shares vest as follows: 7,500 shares upon issuance and 7,500 shares on February 11, 2005
- 3 The option shares vest as follows: 20,000 on December 13, 2001, 20,000 on December 13, 2002, 20,000 on December 13, 2003, 20,000 on December 13, 2004 and 20,000 on December 13, 2005