

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * Keith D. Krueger			2. Issuer Name and Ticker or Trading Symbol RTW, Inc. [RTWI]			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) VP - Insured Products		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
8500 Normandale Lake Blvd, Suite 1400			02/11/2004					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		
Bloomington, MN 55437								
(City)	(State)	(Zip)						

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 ⁽¹⁾								678	D	
Common Stock ⁽¹⁾								30	I	By KSOP

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

Persons who 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. 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. Transaction Code (Instr. 8)				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⁾	\$9.5							09/09/1999	09/09/2008	Common Stock	750		750	D	
Stock Options (Right to Buy) ⁽¹⁾⁽²⁾	\$10.75							02/02/2001	02/02/2010	Common Stock	1,500		2,250	D	
Stock Options (Right to Buy) ⁽¹⁾⁽³⁾	\$2.6							04/24/2003	04/24/2012	Common Stock	7,500		9,750	D	
Stock Options (Right to Buy) ⁽¹⁾⁽⁴⁾	\$2.19							03/12/2003	03/12/2012	Common Stock	12,800		22,550	D	
Stock Options (Right to Buy) ⁽⁵⁾	\$6.18	02/11/2004		A		15,000		02/11/2004	02/11/2014	Common Stock	15,000	\$6.18	37,550	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Keith D. Krueger 8500 Normandale Lake Blvd Suite 1400 Bloomington, MN 55437			VP - Insured Products	
--	--	--	-----------------------	--

Signatures

/s/ Keith D. Krueger

02/13/2004

[**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) Previously reported shares
- (2) Fully vested
- (3) The option shares vest as follows: 2,500 shares on April 24, 2003, 2,500 on April 24, 2004 and 2,500 on April 24, 2005
- (4) The option shares vest as follows: 7,500 shares upon issuance and 7,500 shares on March 12, 2004
- (5) The option shares vest as follows: 7,500 shares upon issuance and 7,500 shares on February 11, 2005

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.