

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	
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(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) 8500 Normandale Lake Blvd, Suite 1400			3. Date of Earliest Transaction (Month/Day/Year) 04/15/2004							
(Street) Bloomington, MN 55437			4. If Amendment, Date Original Filed (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			
(City) (State) (Zip)			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(1)(6)								6,238	D	
Common Stock(1)								30	I	By KSOP

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

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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. 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	8,300		18,050	D	
Stock Options (Right to Buy) (5)	\$6.18							02/11/2004	02/11/2014	Common Stock	15,000		33,050	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

04/16/2004

****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
- (6) Total holdings includes 557 shares purchased through the RTW, Inc. Employee Stock Option Purchase Plan on April 15, 2004 and 503 shares purchased via prior Employee Stock Option Purchase Plans.

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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