

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden  
hours per response . . . 0.5

☐ 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* |             |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol             |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| <b>MARQUART</b>                          | <b>VINA</b> | <b>L</b> | <b>RTW, INC.</b>   |  | <b>RTWI</b>   |  |
| (Last)                                   | (First)     | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)               |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>5445 ROWLAND PARK ROAD</b>            |             |          | <b>02/23/2005</b>  |  |   |  |
| (Street)                                 |             |          | 4. If Amendment, Date Original Filed (Month/Day/Year)          |  | 6. Individual or Joint/Group Filing (Check applicable)  |  |
| <b>MINNETONKA MN 55343</b>               |             |          |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |  |
| (City) (State) (Zip)                     |             |          | <b>Table I -- Non-Derivative Securities Beneficially Owned</b> |  |   |  |

| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br><br>(Instr. 3 and 4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br><br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Owner-<br>ship<br><br>(Instr. 4) |
|------------------------------------|---|---|---|---|---|------------------|---------|--|---|--|
|                                    |   |   | Code                                      | V | Amount  | (A)<br>or<br>(D) | Price   |  |   |  |
| Common Stock<br>(1)                |   |   |   |   |   |                  |         | 44221  | D   |  |
| Common Stock<br>(1)                |   |   |   |   |   |                  |         | 3982   | I   | By<br>Retirement<br>Plan   |
| Common Stock                       | 02/23/2005  |   | S   |   | 1000  | D                | \$9.755 | 43221  | 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.**

SEC 1474 (9-02)

**FORM 4 (continued)**
**Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br><br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V | (A)   | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Stock Options (Right to Buy)<br>(1)(2)        | \$2.20   |   |   |                                   |   |   |     | 07/24/2003  | 07/24/2013      | Common Stock   | 2500                       |   | 2500  | D   |   |
| Stock Options (Right to Buy)<br>(1)(3)        | \$3.13   |   |   |                                   |   |   |     | 05/21/2003  | 05/21/2013      | Common Stock   | 2500                       |   | 5000  | D   |   |
| Stock Options (Right to Buy)<br>(1)(4)        | \$6.50   |   |   |                                   |   |   |     | 06/16/2005  | 06/16/2014      | Common Stock   | 2500                       |   | 7500  | 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/ Vina L. Marquart

02/28/2005

\*\* 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: 833 on July 24, 2003, 833 on July 24, 2004 and 834 on July 24, 2005
- 3 The option shares vest immediately upon issuance
- 4 The option shares vest as follows: 833 on June 16, 2005, 833 on June 16, 2006 and 834 on June 16, 2007