

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* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| MURPHY | JEFFREY | B | RTW, INC. | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |
| 8500 NORMANDALE LAKE BLVD SUITE 1400 | | | 02/09/2005 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable) | | |
| BLOOMINGTON | MN | 55437 | | | | <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 Beneficially Owned | | | | | |

| 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) | | | | | | | | 16771 | D | |
| Common Stock | | | | | | | | 295 | I | By KSOP |

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 (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 | | | | |
| Common Stock (Right to Buy) (1)(2) | \$17.34 | | | | | | | 04/18/1995 | 04/18/2005 | Common Stock | 75 | | 75 | D | |
| Common Stock (Right to Buy) (1)(2) | \$38.667 | | | | | | | 01/25/1997 | 01/25/2006 | Common Stock | 1875 | | 1950 | D | |
| Common Stock (Right to Buy) (1)(2) | \$14.00 | | | | | | | 01/28/1999 | 01/28/2008 | Common Stock | 5000 | | 6950 | D | |
| Common Stock (Right to Buy) (1)(2) | \$15.625 | | | | | | | 07/15/2000 | 07/15/2008 | Common Stock | 757 | | 7707 | D | |
| Common Stock (Right to Buy) (1)(2) | \$14.75 | | | | | | | 02/02/2000 | 02/02/2009 | Common Stock | 1250 | | 8957 | D | |
| Common Stock (Right to Buy) (1)(2) | \$10.75 | | | | | | | 02/02/2001 | 02/02/2010 | Common Stock | 20000 | | 28957 | D | |
| Common Stock (Right to Buy) (1)(3) | \$3.80 | | | | | | | 06/11/2002 | 06/11/2011 | Common Stock | 25000 | | 53957 | D | |
| Common Stock (Right to Buy) (1)(4) | \$2.19 | | | | | | | 03/12/2003 | 03/12/2013 | Common Stock | 15000 | | 68957 | D | |
| Common Stock (Right to Buy) (1)(5) | \$6.18 | | | | | | | 02/11/2004 | 02/11/2014 | Common Stock | 15000 | | 83957 | D | |
| Common Stock (Right to Buy) (1)(6) | \$6.00 | | | | | | | 03/12/2004 | 03/12/2014 | Common Stock | 100000 | | 183957 | D | |
| Common Stock (Right to Buy) (7) | \$8.81 | 02/09/2005 | | A | | 10000 | | 02/09/2005 | 02/09/2015 | Common Stock | 10000 | \$8.81 | 193957 | 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)

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.

/s/ Jeffrey B. Murphy

02/11/2005

** Signature of Reporting Person

Date

- 1 Previously reported
- 2 These options are fully vested
- 3 The option shares vest as follows: 8,333 on June 11, 2002, 8,333 on June 11, 2003 and 8,334 on June 11, 2004
- 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 The option shares vest as follows: 20,000 on March 12, 2004, 20,000 on March 12, 2005, 20,000 on March 12, 2006, 20,000 on March 12, 2007 and 20,000 on March 12, 2008
- 7 The option shares vest as follows: 5,000 shares upon issuance and 5,000 on 02/09/2006