

# 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 * Jeffrey B. Murphy			2. Issuer Name <b>and</b> Ticker or Trading Symbol RTW, Inc. [RTWI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span> <div style="text-align: center;">President and CEO</div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2004					
8500 Normandale Lake Blvd, Suite 1400			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		
(Street) Bloomington, MN 55437								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 <sup>(1)</sup>								11,448	D	
Common Stock <sup>(1)</sup>								295	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)				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) <a href="#">(1)(3)</a>	\$17.34							04/18/1995	04/18/2005	Common Stock	75		75	D	
Stock Options (Right to Buy) <a href="#">(1)(3)</a>	\$38.667							01/25/1997	01/25/2006	Common Stock	1,875		1,950	D	
Stock Options (Right to Buy) <a href="#">(1)(3)</a>	\$14							01/28/1999	01/28/2008	Common Stock	5,000		6,950	D	
Stock Options (Right to Buy) <a href="#">(1)(3)</a>	\$15.625							07/15/2000	07/15/2008	Common Stock	757		7,707	D	
Stock Options (Right to Buy) <a href="#">(1)(3)</a>	\$14.75							02/02/2000	02/02/2009	Common Stock	1,250		8,957	D	
Stock Options (Right to Buy) <a href="#">(1)(2)</a>	\$10.75							02/02/2001	02/02/2010	Common Stock	20,000		28,957	D	



Ownership Submission

- (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.

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