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)

Name and Address of Repor	2.	. Issuer Name and	Ticker or	Γrading Sy	mbol	1 .	5. Relationship of Reporting Person(s) to Issuer						
MURPHY	JEFFREY	В	;	RTW, INC. RTWI						(Check all applicated x Director	ule)	10% Owner	
(Last) (First) (Middle) 8500 NORMANDALE LAKE BLVD SUITE 1400			3.	. Date of Earliest T 02/22/2006	ransaction	(Month/D	ay/Year)	x Officer (gi	title below) below)				
(Street) BLOOMINGTON	MN	55437	4.	. If Amendment, Da	ate Origin	al Filed (M	onth/Day/Year)	6. Individual or Joint/Group Filing (Check applicable) x Form filed by One Reporting Person 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. Tra ac Da (Mon 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	6. Owner-ship Form: Direct (D) or	7. Nature of Indirect Beneficial Owner- ship	
				(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock										21141	D		
Common Stock										295	ı	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 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)



^{*} If the form is filed by more than one reporting person, see Instructions 4(b)(v).

FORM 4 (continued)

Table II -- Derivative Securities 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 Secur- ities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Number of deriv- ative Secur- ities Bene- ficially Owned Follow-	Owner-ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Reported Trans- action(s) (Instr. 4)	(Instr. 4)	
Stock Options (Right to Buy)	\$11.10	02/22/2006		А		10000		02/22/2006	02/22/2016	Common Stock	10000	\$11.10	10000	D	

Explanation of Responses: See attached footnote page.

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

see 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

** Signature of Reporting Person

Date

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The option shares vest as follows: 5,000 shares upon issuance and 5,000 on 02/22/2007