**Ownership Submission** 

FORM 4
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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).

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

OMB APPROVAL								
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### 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 <sup>*</sup> Jeffrey B. Murphy					er Name <b>a</b> nc. [RT		Ticker or '	Trad	ing Syn	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 8500 Normandale Lake Blvd, Suite 1400					of Earlies	t Tra	insaction (	Mon	th/Day/	Year)	Director 10% Owner XOfficer (give title below) Other (specify below) Chief Financial Officer					
(Street) Bloomington, MN 55437				4. If Amendment, Date Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	))	Table I - Non-Derivative Securities Acqu								uired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	Date Execution Date, if Transaction Acquired (A) or Beneficially O		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		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	(Instr. 3 and 4)						
Common Stock <sup>(1)</sup>										3,157		D				
Common Stock <sup>(2)</sup>		04/15/2003			А		8,291	A	\$2.08	11,448	D					
Common Stock <sup>(1)</sup>										295		Ι	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8		5. Numb of Derivativ Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	ve es 1 1 of	6. Date Exerc Expiration Da (Month/Day/Y	ite	7. Title and of Underlyi Securities (Instr. 3 and	ng	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect	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) <sup>(1)(3)</sup>	\$17.34						04/18/1995	04/18/2005	Common Stock	75		75	D	
Stock Options (Right to Buy) <sup>(1)(3)</sup>	\$38.667						01/25/1997	01/25/2006	Common Stock	1,875		1,950	D	
Stock Options (Right to Buy) <sup>(1)(3)</sup>	\$14						01/28/1999	01/28/2008	Common Stock	5,000		6,950	D	
Stock Options (Right to Buy) <sup>(1)(3)</sup>	\$15.625						07/15/2000	07/15/2008	Common Stock	757		7,707	D	
Stock Options (Right to Buy) <sup>(1)(3)</sup>	\$14.75						02/02/2000	02/02/2009	Common Stock	1,250		8,957	D	
Stock Options (Right to Buy) <sup>(1)(3)</sup>	\$10.75						02/02/2001	02/02/2010	Common Stock	20,000		28,957	D	

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Stock Options (Right to Buy) <sup>(1)(4)</sup>	\$3.8				06/11/2002	06/11/2011	Common Stock	25,000		53,957	D	
Stock Options (Right to Buy) <sup>(5)</sup>	\$2.19	03/12/2003	А	15,000	03/12/2003	03/12/2013	Common Stock	15,000	\$2.19	68,957	D	

## **Reporting Owners**

Bonosting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Jeffrey B. Murphy 8500 Normandale Lake Blvd Suite 1400 Bloomington, MN 55437			Chief Financial Officer							

## **Signatures**

/s/ Jeffrey B. Murphy 12/04/2003

# **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) Represent shares purchased under the RTW, Inc. 1995 Employee Stock Purchase Plan on April 15, 2003
- (3) Fully vested
- (4) 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
- (5) The option shares vest as follows: 7,500 shares upon issuance and 7,500 shares on March 12, 2004

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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