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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section 12 of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934

Commission File Number: **0-25508**

RTW, INC.

(Exact name of registrant as specified in its charter)

**8500 Normandale Lake Boulevard, Suite 1400
Bloomington, Minnesota 55437
952.893.0403**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, no par value

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date: one shareholder

Pursuant to the requirements of the Securities Exchange Act of 1934, RTW, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

DATE: December 17, 2007

BY: /s/ Alfred L. LaTendresse
Alfred L. LaTendresse
Executive Vice President - and Chief Financial
Officer