

SEVEN-ELEVEN JAPAN CO LTD

Form 4

November 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEVEN-ELEVEN JAPAN CO LTD

(Last) (First) (Middle)

8-8, NIBANCHO, CHIYODA-KU

(Street)

TOKYO, JAPAN 102-8455

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

7 ELEVEN INC [SE]

3. Date of Earliest Transaction
(Month/Day/Year)

11/09/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)
Common Stock, par value \$0.0001 per share	11/09/2005	11/09/2005	P(1)(2)	22,664,026 A	\$ 106,572,857 37.5 (3)	I (4)	See Notes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

X

X

SEVEN-ELEVEN JAPAN CO., LTD. /s/ Toshiro Yamaguchi, President &
COO 11/14/2005

____**Signature of Reporting Person Date

IYG HOLDING COMPANY /s/ David T. Fenton, Attorney-in-fact 11/14/2005

Signature of Reporting Person _____ Date _____

* 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) This Statement in Changes of Beneficial Ownership on Form 4 is being filed by Seven-Eleven Japan Co., Ltd., a Japanese corporation ("Parent"), and IYG Holding Company, a Delaware corporation and wholly owned subsidiary of Parent ("Purchaser").

(2) The shares were acquired pursuant to a tender offered by Purchaser to purchase all the outstanding shares of common stock, par value \$.0001 per share (the "Shares"), of 7-Eleven, Inc., a Texas Corporation (the "Company"), not owned by Parent and its subsidiaries, at a price of \$37.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 6, 2005, as amended by amendments to the Schedule TO filed by Parent with the SEC (the "Offer to Purchase"), and the related original (blue) Letter of Transmittal, as amended and supplemented by the Supplement, dated October 24, 2005 (the

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"Supplement"), to the Offer to Purchase and the related revised (purple) Letter of Transmittal.

- (3) Includes 6,501,685 shares directly beneficially owned by Seven-Eleven Japan Co., Ltd, and 100,071,172 Shares directly beneficially owned by IYG Holding Company.
- (4) Represents shares acquired via a tender offer by IYG Holding Company, a wholly owned subsidiary of Seven-Eleven Japan Co., Ltd.

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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