

SEVEN-ELEVEN JAPAN CO LTD
 Form 4
 November 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)

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

2. Issuer Name and Ticker or Trading Symbol
 7 ELEVEN INC [SE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8-8, NIBANCHO, CHIYODA-KU
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

TOKYO, JAPAN 102-8455

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	11/09/2005	11/09/2005	P ⁽¹⁾⁽²⁾		22,664,026	A	\$ 37.5
					106,572,857	I ⁽⁴⁾	⁽³⁾

See Notes ⁽¹⁾
⁽²⁾

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

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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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