

REX STORES CORP
Form 4
September 30, 2005

FORM 4

**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 *
ROSE STUART A

(Last) (First) (Middle)
2875 NEEDMORE RD
(Street)

DAYTON, OH 45414

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REX STORES CORP [RSC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
COB, CEO, President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Shares \$0.01 par value | 09/29/2005 | | M | | 125,000 | A | \$ 4.42 1,211,459 |
| Common Shares \$0.01 par value | 09/29/2005 | | F | | 42,175 | D | \$ 13.1 1,169,284 |
| Common Shares \$0.01 par value | 09/29/2005 | | S | | 125,000 | D | \$ 13.35 1,044,284 |

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Common Shares \$0.01 par value 09/29/2005 S⁽¹⁾ 8,225 D \$ 13.35 1,036,059 D

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Executive nonqualified stock option right to buy | \$ 4.42 | 09/29/2005 | | M | 125,000 | (2) 10/14/2008 | Common shares \$0.01 par value 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSE STUART A 2875 NEEDMORE RD DAYTON, OH 45414 | X | X | COB, CEO, President | |

Signatures

Edward M. Kress Attorney in Fact for Stuart A. Rose 09/30/2005

__Signature of Reporting Person Date

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) The Stuart Rose Family Foundation, an Ohio nonprofit corporation, of which Mr. Rose is the sole member, one of three trustees and the Chief Executive Officer, sold 8,225 shares
- (2) Options granted on 10/14/98 and became exercisable in one-third increments on each of 12/31/00, 12/31/01 and 12/31/02.

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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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