

REX STORES CORP  
Form 4  
September 30, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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: Indirect Beneficial 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 \$01 par value 09/29/2005 S<sup>(1)</sup> 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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SEC 1474 (9-02)

**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 \$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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