

RITE AID CORP
Form 4
June 24, 2013

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 *
BAUMER JOHN M

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RITE AID CORP [RAD]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2013

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)

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	(A) or (D)	Price
Common Stock					153,846	D	(1)
Common Stock	06/20/2013	(2)	A		31,250	D	(1)
					\$ 0		(4)

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

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- (2) Not applicable.
- (3) Acquired pursuant to a grant of Restricted Stock Units ("RSUs") which vest over three years: 80% vest on June 20, 2014, 10% vest on June 20, 2015, and 10% vest on June 20, 2016.
- (4) Granted as compensation for services.

- The Series G Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of
- (5) 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.
 - (6) Immediately.
 - (7) Not applicable.

- GEI III and GEI Side III are the direct owners of the shares reported herein. Mr. Baumer directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as
- (8) amended, to be the indirect beneficial owner of the shares owned by GEI III and GEI Side III. Mr. Baumer disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- The Series H Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of
- (9) 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.