

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 2, 2003

REX STORES CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	0-13283 (Commission File No.)	31-1095548 (IRS Employer Identification No.)
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2875 Needmore Road, Dayton, Ohio (Address of principal executive offices)	45414 (Zip Code)
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Registrant's telephone number, including area code: (937) 276-3931

Item 7. Financial Statements and Exhibits

(c) Exhibits. The following exhibits are furnished with this report:

99 Press Release dated December 2, 2003

Item 12. Results of Operations and Financial Condition

On December 2, 2003, REX Stores Corporation issued a press release announcing financial results for the fiscal quarter ended October 31, 2003. The press release is furnished as Exhibit 99 to this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REX STORES CORPORATION

Date: December 2, 2003

By: /s/ DOUGLAS L. BRUGGEMAN

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Name: Douglas L. Bruggeman  
Title: Vice President - Finance  
and Chief Financial Officer

[REX LOGO]

News Announcement

For Immediate Release

For further information contact:

Douglas Bruggeman  
Vice President, Finance  
937/276-3931

Joseph N. Jaffoni, Stewart A. Lewack  
Jaffoni & Collins Incorporated  
212/835-8500 or rsc@jcir.com

REX STORES REPORTS THIRD QUARTER NET INCOME  
OF \$4.1 MILLION, OR \$0.32 PER DILUTED SHARE

- Third Quarter Comp Store Sales Rise 2% -

Dayton, Ohio (December 2, 2003) -- REX Stores Corporation (NYSE: RSC), a specialty retailer of consumer electronic products and appliances, today announced financial results and comparable store sales for the Company's fiscal 2003 third quarter ended October 31, 2003.

Net income in the fiscal 2003 third quarter was \$4.1 million, or \$0.32 per diluted share, compared to net income of \$4.3 million, or \$0.31 per diluted share, in the third quarter of fiscal 2002. Per share results are based on 12,866,000 and 13,791,000 diluted weighted average shares outstanding for the fiscal 2003 and 2002 periods, respectively.

Net sales in the fiscal 2003 third quarter rose 1% to \$96.6 million from \$95.7 million in the fiscal 2002 third quarter. Comparable store sales for the three months ended October 31, 2003 rose 2% when compared to the same period in 2002. The Company reports sales performance quarterly and considers a store to be comparable after it has been open six full fiscal quarters. Comparable store sales figures do not include sales of extended service contracts.

Net income in the first nine months of fiscal 2003 was \$10.4 million, or \$0.82 per diluted share, compared to net income of \$13.8 million, or \$0.96 per diluted share, in the first nine months of fiscal 2002. Per share results are based on 12,608,000 and 14,482,000 diluted weighted average shares outstanding for the first nine months of fiscal 2003 and 2002, respectively, and reflect a 3-for-2 stock split paid in February 2002. Net sales in the first nine months of fiscal 2003 were essentially flat at \$283.4 million compared to the first nine months of fiscal 2002, while comparable store sales rose 2%.

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Net income for the third quarter and first nine months of 2003 reflects approximately \$3.7 million and \$9.9 million, respectively, of pre-tax investment income from the sales of the Company's entire Partnership interest in a synthetic fuel limited partnership. As previously disclosed, the IRS is auditing this limited partnership. Of the amount stated above, approximately \$2.2 million and \$6.0 million for the third quarter and first nine months of 2003, respectively, of the payments relating to sales of certain portions of the limited partnership interest due the Company during the periods are being held in escrow pending the results of the IRS audit. Future payments due the Company relating to certain of these sales will also be held in escrow pending the completion of the IRS audit.

Commenting on the results, Stuart Rose, Chairman and Chief Executive Officer, stated, "Large-screen, HDTV-ready televisions continued to be a strong category for us in the third quarter as consumers continue to upgrade their home entertainment systems."

The Company will host a conference call and webcast today at 11:00 a.m. EST, which are open to the general public. The conference call numbers are 212/341-7082 or 415/904-7384; please call ten minutes in advance to ensure that you are connected prior to the presentation. Interested parties may also access the call live via the Investor Relations page of the Company's website, [www.rextv.com](http://www.rextv.com), or at [www.vcall.com](http://www.vcall.com); please allow 15 minutes to register and download and install any necessary software. Following its completion, a telephonic replay of the call can be accessed from 1:00 p.m. to 8:00 p.m. EST that day by dialing 800/633-8284 or 402/977-9140 (international callers). The access code for the audio replay is 21167740. Alternatively, a replay will be available on the Internet for 30 days at [www.rextv.com](http://www.rextv.com) or [www.vcall.com](http://www.vcall.com).

REX Stores Corporation is a leading specialty retailer of consumer electronic products and appliances. As of October 31, 2003, the Company operated 248 stores in 37 states under the trade name "REX."

This news announcement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements can be identified by use of forward-looking terminology such as "may," "expect," "believe," "estimate," "anticipate" or "continue" or the negative thereof or other variations thereon or comparable terminology. Readers are cautioned that there are risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements. These risks and uncertainties include among other things, the highly competitive nature of the consumer electronics retailing industry, changes in the national or regional economies, weather, the effects of terrorism or acts of war on consumer spending patterns, the availability of certain products and technological changes.

-tables follow-

REX STORES CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 (in thousands, except per share amounts)

	Three Months Ended,		Nine Months Ended	
	October 31,	October 31,	October 31,	October 31,
	2003	2002	2003	2002
	-----	-----	-----	-----
NET SALES	\$96,556	\$95,743	\$283,404	\$282,349
COSTS AND EXPENSES:				
Cost of merchandise sold	67,869	66,825	198,521	196,847
Selling, general and administrative expenses	26,111	25,716	78,012	76,733
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Total costs and expenses	93,980	92,541	276,533	273,580
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INCOME FROM OPERATIONS	2,576	3,202	6,871	8,769
INVESTMENT INCOME	14	16	54	299
INTEREST EXPENSE	(1,275)	(1,388)	(3,773)	(4,238)
GAIN ON SALE OF REAL ESTATE	393	--	779	--
INCOME FROM LIMITED PARTNERSHIPS	3,733	3,854	9,916	13,494
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Income before provision for income taxes	5,441	5,684	13,847	18,324
PROVISION FOR INCOME TAXES	1,360	1,410	3,461	4,475
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NET INCOME	\$ 4,081	\$ 4,274	\$ 10,386	\$ 13,849
	=====	=====	=====	=====
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	10,819	12,179	10,820	12,333
	=====	=====	=====	=====
BASIC NET INCOME PER SHARE*	\$ 0.38	\$ 0.35	\$ 0.96	\$ 1.12
	=====	=====	=====	=====
WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED	12,866	13,791	12,608	14,482
	=====	=====	=====	=====
DILUTED NET INCOME PER SHARE*	\$ 0.32	\$ 0.31	\$ 0.82	\$ 0.96
	=====	=====	=====	=====

\* All per share amounts have been adjusted to reflect a 3-for-2 split of the Company's common stock paid on February 11, 2002.

(more)

REX STORES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands)

	October 31, 2003 -----	January 31, 2003 -----	October 31, 2002 -----
<b>ASSETS:</b>			
Cash and cash equivalents	\$ 1,503	\$ 1,380	\$ 1,495
Accounts receivable, net	1,551	3,413	626
Synthetic fuel receivable	655	6,619	5,592
Merchandise inventory	155,354	142,063	167,616
Prepaid expenses and other	2,704	2,567	3,282
Future income tax benefits	10,350	10,350	12,614
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Total current assets	172,117	166,392	191,225
PROPERTY AND EQUIPMENT, NET	131,560	134,563	136,280
OTHER ASSETS	2,596	1,656	--
FUTURE INCOME TAX BENEFITS	6,070	6,070	7,320
SYNTHETIC FUEL ESCROW	7,886	--	--
RESTRICTED INVESTMENTS	2,253	2,241	2,237
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Total assets	\$ 322,482 =====	\$ 310,922 =====	\$ 337,062 =====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>			
<b>Current liabilities:</b>			
Notes payable	\$ 18,901	\$ 13,451	\$ 21,829
Current portion of long-term debt	7,708	5,657	4,845
Current portion, deferred income and deferred gain on sale and leaseback	10,985	11,107	11,154
Accounts payable, trade	34,690	27,417	46,075
Accrued income taxes	1,371	--	3,005
Accrued payroll	4,885	6,750	5,209
Other current liabilities	8,449	8,669	9,349
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Total current liabilities	86,989	73,051	101,466
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<b>LONG-TERM LIABILITIES:</b>			
Long-term mortgage debt	57,752	64,426	66,493
Deferred income	12,632	13,993	13,679
Deferred gain on sale and leaseback	--	348	497
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Total long-term liabilities	70,384	78,767	80,669
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<b>Shareholders' equity:</b>			
Common stock	281	277	277
Paid-in capital	123,677	121,282	119,082
Retained earnings	168,026	157,640	148,557
Treasury stock	(126,875)	(120,095)	(112,989)
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Total shareholders' equity	165,109	159,104	154,927
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Total liabilities & shareholders' equity	\$ 322,482 =====	\$ 310,922 =====	\$ 337,062 =====