

SCHEDULE 13G/A

Amendment No. 5
REX Stores Corporation
Common Stock, \$.01 par value
CUSIP Number 761624105
Filing Fee: None

CUSIP No. 761624105
Item 1: Reporting Person - Stuart Rose (SS# ###-##-####)
Item 4: United States of America
Item 5: 2,128,749
Item 6: None
Item 7: 2,128,749
Item 8: None
Item 9: 2,128,749
Item 11: 23.0%
Item 12: IN

Item 4 Ownership

The following information concerning ownership of Common Stock is given as of December 31, 1996:

(a) Amount Beneficially Owned

2,128,749 shares of Common Stock, 618,193 of which represent the right to acquire shares within 60 days.

(b) Percent of Class

23.0%

(c) Number of Shares to which Reporting Person has:

(i) Sole power to vote or to direct the vote:

2,128,749 shares of Common Stock

(ii) Shared power to vote or to direct the vote:

None

(iii) Sole power to dispose or to direct the disposition of:

2,128,749 shares of Common Stock

(iv) Shared power to dispose or to direct the disposition of:

None

SIGNATURE:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 1997

Stuart A. Rose

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