SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| TOMCHIN LAWRENCE | REX STORES CORP [ RSC ] | X Director ☐ 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/13/2005 | ☐ Officer (give title below) ☐ Other (specify below) |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (City) (State) (Zip) | | X 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares $.01 par value | 07/13/2005 | | M | | 53,750 | A | $5.11 | 54,297 | D | |
| Common Shares $.01 par value | 07/13/2005 | | M | | 46,250 | A | $4.42 | 100,547 | D | |
| Common Shares $.01 par value | 07/13/2005 | | S | | 100,000 | D | $14.2 | 547 | D | |
| Common Shares $.01 par value | | | | | | | | 5,622 | I | By wife |

## 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Incentive stock option right to buy | $5.11 | 07/13/2005 | | M | | | 15,750 | (1) | 06/12/2008 | Common shares $.01 par value | 15,750 | $5.11 | 0 | D | |
| Nonqualified stock option right to buy | $5.11 | 07/13/2005 | | M | | | 38,000 | (1) | 06/12/2008 | Common shares $.01 par value | 38,000 | $5.11 | 0 | D | |
| Executive nonqualified stock option right to buy | $4.42 | 07/13/2005 | | M | | | 46,250 | (2) | 10/14/2008 | Common shares $.01 par value | 46,250 | $4.42 | 291,250 | D | |

**Explanation of Responses:**

1. Options granted on 6/12/98 and became exercisable in 20% increments on each of the first five anniversaries of the grant

2. Options granted 10/14/98 and became exercisable in one-third increments on each of 12/31/00, 12/31/01 and 12/31/02.

Edward M. Kress Attorney in Fact for Lawrence Tomchin        07/15/2005

\*\* Signature of Reporting Person        Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**