SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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)
ROSE STUART A	REX STORES CORP [RSC]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2005
2875 NEEDMORE RD	

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X	Director		X	10% Owner
X	Officer (give title below)			Other (specify below)

COB, CEO, President

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
DAYTON OH 45414		X Form filed by One Reporting Person
(City) (State) (Zip)		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	01/10/2005		M		59,850	A	$6.17	1,318,571	D	
Common Shares $.01 par value	01/10/2005		F		25,608	D	$14.42	1,292,963	D	
Common Shares $.01 par value	01/10/2005		M		29,900	A	$4.61	1,322,863	D	
Common Shares $.01 par value	01/10/2005		F		9,558	D	$14.42	1,313,305	D	
Common Shares $.01 par value	01/10/2005		S		89,750	D	$14.44	1,223,555	D	

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				
Employee stock option right to buy	$6.17	01/10/2005		M			59,850	(1)	07/06/2005	Common stock $.01 par value	59,850	$6.17	0	D	
Employee stock option right to buy	$4.61	01/10/2005		M			29,900	(2)	06/06/2007	Common stock $.01 par value	29,900	$4.61	15,100	D	

Explanation of Responses:

1. Options granted on 7/6/95 and became exercisable in one-third increments on each of 12/31/97, 12/31/98 and 12/31/99

2. Options granted on 6/6/97 and became exercisable in 20% increments on each of the first five anniversaries of the grant

Edward M. Kress Attorney in Fact for Stuart A. Rose	01/10/2005
** 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.