

RITE AID CORP  
Form 4  
April 23, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VITRANO FRANK**

(Last) (First) (Middle)

**30 HUNTER LANE**

(Street)

**CAMP HILL, PA 17011**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**RITE AID CORP [RAD]**

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

**04/21/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**SEVP**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_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)
Common Stock	04/21/2014		M	441,975	A \$ 1.07 1,625,359	D	
Common Stock	04/21/2014		M	1,050,000	A \$ 1.07 2,675,359	D	
Common Stock	04/21/2014		M	271,050	A \$ 1.24 2,946,409	D	
Common Stock	04/21/2014		M	150,900	A \$ 1.32 3,097,309	D	
Common Stock	04/21/2014		S	1,913,925	D \$ 7.077 1,183,384	D	

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

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SEC 1474  
(9-02)

**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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.07	04/21/2014		M	441,975	06/23/2011 <sup>(1)</sup>	06/23/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.07	04/21/2014		M	1,050,000	06/23/2011 <sup>(1)</sup>	06/23/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.24	04/21/2014		M	271,050	06/27/2012 <sup>(1)</sup>	06/27/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.32	04/21/2014		M	150,900	06/25/2013 <sup>(1)</sup>	06/25/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITRANO FRANK 30 HUNTER LANE CAMP HILL, PA 17011			SEVP	

## Signatures

/s/ Frank  
Vitrano

04/23/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The option vests in four equal annual installments beginning one year from the date of grant.

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

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