

REX STORES CORP  
Form 4  
February 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FISHER LEE**

(Last) (First) (Middle)

**15925 SHAKER BOULEVARD**

(Street)

**SHAKER HEIGHTS, OH 44120**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**REX STORES CORP [RSC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/06/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                   |
| Common stock \$.01 par value    | 02/06/2007                           |                                                    | M                              |                                                                   | 1,097 A \$ 10.08                                                                              | 1,097                                                    | D                                 |
| Common stock \$.01 par value    | 02/06/2007                           |                                                    | M                              |                                                                   | 1,403 A \$ 9.51                                                                               | 2,500                                                    | D                                 |
| Common stock \$.01 par value    | 02/06/2007                           |                                                    | S                              |                                                                   | 2,500 (1) D \$ 17.50                                                                          | 0                                                        | D                                 |

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

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 control number.

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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                                 |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Non-employee director stock option right to buy | \$ 10.08                                               | 02/06/2007                           |                                                    | M                              | 1,097                                                                          | <sup>(2)</sup> 06/07/2009                                | Common stock \$.01 par value 1,097                          |
| Non-employee director stock option right to buy | \$ 9.51                                                | 02/06/2007                           |                                                    | M                              | 1,403                                                                          | <sup>(3)</sup> 06/05/2010                                | Common stock \$.01 par value 1,403                          |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |                 |
|------------------------------------------------------------------|---------------|-----------|---------|-----------------|
|                                                                  | Director      | 10% Owner | Officer | Other           |
| FISHER LEE<br>15925 SHAKER BOULEVARD<br>SHAKER HEIGHTS, OH 44120 |               |           |         | former director |

## Signatures

Edward M.Kress attorney in fact for Lee  
Fisher 02/07/2006

\*\*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 sale reported in this form was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2006.

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- (2) Options granted 6/7/99 and became exercisable in 20% increments on each of the first five anniversaries of the grant.
- (3) Options granted 6/5/00 and became exercisable in 20% increments on each of the first five anniversaries of the 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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