

RITE AID CORP
Form 4
December 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
Montini Tony

(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)
12/22/2014

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 below) ___ Other (specify below)
EVP

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)
			Code	V	Amount	Price	
Common Stock	12/22/2014		M		40,000	A \$ 1.39	577,476 D
Common Stock	12/22/2014		M		35,900	A \$ 1.07	613,376 D
Common Stock	12/22/2014		M		40,000	A \$ 1.24	653,376 D
Common Stock	12/22/2014		M		80,000	A \$ 1.32	733,376 D
Common Stock	12/22/2014		S ⁽¹⁾		195,900	D \$ 6.8179	537,476 D

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Common Stock	12/23/2014	M	22,500	A	\$ 1.39	559,976	D
Common Stock	12/23/2014	M	41,350	A	\$ 1.32	601,326	D
Common Stock	12/23/2014	S ⁽¹⁾	63,850	D	\$ 7.2217	537,476	D

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.07	12/22/2014		M	35,900	06/23/2011 ⁽²⁾ 06/23/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.24	12/22/2014		M	40,000	06/27/2012 ⁽²⁾ 06/27/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.32	12/22/2014		M	80,000	06/25/2013 ⁽²⁾ 06/25/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.39	12/22/2014		M	40,000	02/17/2011 ⁽²⁾ 02/17/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.32	12/23/2014		M	41,350	06/25/2013 ⁽²⁾ 06/25/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.39	12/23/2014		M	22,500	02/17/2011 ⁽²⁾ 02/17/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Montini Tony 30 HUNTER LANE CAMP HILL, PA 17011			EVP	

Signatures

/s/ Enio Montini 12/24/2014

__Signature of Date
Reporting Person

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 20, 2014.
- (2) 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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