

BAUMER JOHN M
Form 4
June 25, 2012

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 *
BAUMER JOHN M

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RITE AID CORP [RAD]

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2012

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)

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 (D) Price			
Common Stock	06/21/2012	(1)	A	76,923 (2) A \$ 0 (3)	153,846 (4)	D	

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)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7% Series G Cumulative Convertible Pay-In-Kind Preferred Stk	<u>(5)</u>					<u>(6)</u>	<u>(7)</u>	Common Stock	127
6% Series H Cumulative Convertible Pay-In-Kind Preferred Stk	<u>(9)</u>					<u>(6)</u>	<u>(7)</u>	Common Stock	31,350,448.2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUMER JOHN M 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X			

Signatures

/s/ Cody L. Franklin, attorney-in-fact for John M. Baumer

06/25/2012

__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) Not applicable.
- (2) Acquired pursuant to a grant of Restricted Stock Units ("RSUs") which vest over three years: 80% vest on June 21, 2013, 10% vest on June 21, 2014, and 10% vest on June 21, 2015.
- (3) Granted as compensation for services.
- (4) Mr. Baumer is a Partner of Leonard Green & Partners, L.P. ("LGP"), the management company of Green Equity Investors III, L.P. ("GEI III") and Green Equity Investors Side III, L.P. ("GEI Side III" and together with LGP and GEI III, the "LGP Entities") which also hold securities of the Issuer. The securities reported on this row are held by Mr. Baumer for the benefit of LGP. Mr. Baumer disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein. The securities reported on this row do not include, and Mr. Baumer expressly disclaims beneficial ownership of, any other securities of the Issuer owned by the LGP Entities,

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except to the extent of any pecuniary interest therein.

- The Series G Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of
- (5) 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.
 - (6) Immediately.
 - (7) Not applicable.

- GEI III and GEI Side III are the direct owners of the shares reported herein. Mr. Baumer directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as
- (8) amended, to be the indirect beneficial owner of the shares owned by GEI III and GEI Side III. Mr. Baumer disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- The Series H Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of
- (9) 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.

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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