REX STORES CORP

Form 4 May 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Fuchs David**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) REX STORES CORP [RSC]

(Check all applicable)

1366 HOLLOWCREEK DRIVE

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

05/01/2009

Director 10% Owner Other (specify X_ Officer (give title

below) VP - MIS

below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MIAMISBURG, OH 45342

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired f Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common stock \$.01 par value	05/01/2009		M	2,000	A	\$ 8.01	2,000	D	
Common stock \$.01 par value	05/01/2009		S	800	D	\$ 12	1,200	D	
Common stock \$.01 par value	05/01/2009		S	200	D	\$ 12.01	1,000	D	
Common stock \$.01	05/01/2009		S	1,000	D	\$ 12.25	0	D	

par value

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. Transactic Code (Instr. 8)	5. Number on 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
Employee nonqualified stock option right to buy	\$ 8.01	05/01/2009		M	2,000	<u>(1)</u>	04/17/2011	Common stock \$.01 par value	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Fuchs David 1366 HOLLOWCREEK DRIVE			VP - MIS			
MIAMISBURG, OH 45342						

Signatures

Edward M. Kress Attorney in Fact for David
Fuchs

**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) Options granted 4/17/2001 and became exercisable in 20% increments on each of the first five anniversaries of the grant.

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Reporting Owners 2

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a currently valid OMB number. ="center"> $32,864 \ \underline{^{(2)}} \ \underline{^{(2)}}11/23/2016$ Common Stock $32,864 \ \underline{^{(2)}} \ 0$ D Restricted Stock Units $\underline{^{(3)}}12/08/2010$ D $11,585 \ \underline{^{(4)}} \ \underline{^{(4)}}01/02/2013$ Common Stock $31,666 \ 12.75 \ \underline{^{(4)}} \ 0$ D

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jurasek Christopher 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344

VP, President APS, CIO

Signatures

/s/ Christopher

Jurasek 12/08/2010

**Signature of Date
Reporting Person

Explanation of Responses:

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- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- In connection with the acquisition of the Company by a wholly owned subsidiary of Tyco Electronics Ltd. ("TE") on December 8, 2010 (the "Acquisition") pursuant to an agreement and plan of merger dated July 12, 2010, as amended July 24, 2010 (the "Merger Agreement"), these shares of Company common stock were canceled and automatically converted into the right to receive \$12.75 per share in cash, without interest and less any applicable withholding taxes.
- In connection with the Acquisition, this option vested in accordance with the terms of its applicable option award agreement, was

 (2) assumed by TE and replaced with an option to purchase a number of shares of TE common stock equal to the number of shares of Company common stock based on a formula set forth in the Merger Agreement.
- (3) Settled one-for-one in shares of Company common stock.
- In connection with the Acquisition, these restricted stock units were canceled in exchange for the right to receive an amount equal to the (4) total number of shares of common stock represented by such restricted stock units at target multiplied by \$12.75 per share, less any applicable withholding taxes.

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