

RITE AID CORP  
Form 4  
February 20, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Martindale Kenneth

(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)

02/18/2014

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)

President/COO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/18/2014                              |                                                             | M                                    | 333,333                                                                 | A \$ 0.47                                                                                                          | 1,526,585                                                               | D                                                                 |
| Common<br>Stock                       | 02/18/2014                              |                                                             | S <sup>(1)</sup>                     | 333,333                                                                 | D \$<br>5.9849                                                                                                     | 1,193,252                                                               | D                                                                 |
| Common<br>Stock                       | 02/19/2014                              |                                                             | M                                    | 333,334                                                                 | A \$ 0.47                                                                                                          | 1,526,586                                                               | D                                                                 |
| Common<br>Stock                       | 02/19/2014                              |                                                             | S <sup>(1)</sup>                     | 333,334                                                                 | D \$<br>6.4849                                                                                                     | 1,193,252                                                               | 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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying S<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date Exercisable<br>Expiration<br>Date                         | Title                                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0.47                                                            | 02/18/2014                              |                                                             | M                                    | 333,333                                                                                                   | 12/03/2009 <sup>(2)</sup> 12/03/2018                           | Common<br>Stock                                  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0.47                                                            | 02/19/2014                              |                                                             | M                                    | 333,334                                                                                                   | 12/03/2009 <sup>(2)</sup> 12/03/2018                           | Common<br>Stock                                  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |               |       |
|-------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                             | Director      | 10% Owner | Officer       | Other |
| Martindale Kenneth<br>30 HUNTER LANE<br>CAMP HILL, PA 17011 |               |           | President/COO |       |

## Signatures

/s/ Ken  
Martindale 02/20/2014  
 \*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 22, 2013.

(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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.