

CATES JAMES L
Form 5
February 11, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CATES JAMES L

(Last) (First) (Middle)

309 E. PACES FERRY ROAD, N.E.

(Street)

2. Issuer Name and Ticker or Trading Symbol
AARON'S INC [AAN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Group VP and Secretary

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30305-

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/20/2012 | ^ | G | 30 | A | \$ 28.33 | 38,368 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> ^ | |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 8,165.62 | I By 401(k) | |

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

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SEC 2270 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 14.1067 | | | | (A) (D) | Date Exercisable: 10/16/2012 Expiration Date: 10/16/2018 | Common Stock | 3,750 |
| Stock Options (Right to Buy) | \$ 19.92 | | | | (A) (D) | Date Exercisable: 02/23/2013 Expiration Date: 02/23/2020 | Common Stock | 3,750 |
| Stock Options (Right to Buy) | \$ 14.1067 | | | | (A) (D) | Date Exercisable: 10/16/2013 Expiration Date: 10/16/2018 | Common Stock | 3,750 |
| Stock Options (Right to Buy) | \$ 19.92 | | | | (A) (D) | Date Exercisable: 02/23/2014 Expiration Date: 02/23/2020 | Common Stock | 3,750 |
| Stock Options (Right to Buy) | \$ 19.92 | | | | (A) (D) | Date Exercisable: 02/23/2015 Expiration Date: 02/23/2020 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| CATES JAMES L 309 E. PACES FERRY ROAD, N.E. ATLANTA, GA 30305- | | | | Senior Group VP and Secretary |

Signatures

/s/ Robert Sinclair, by Power of Attorney for James L.
Cates

01/23/2013

__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) 581 shares pertain to restricted stock units granted on January 11, 2012.
 - (2) 582 shares pertain to restricted stock units granted on March 19, 2012.
 - (3) 847 shares pertain to restricted stock units granted on July 10, 2012.
 - (4) 679 shares pertain to restricted stock units granted on August 7, 2012.
 - (5) 666 shares pertain to restricted stock units granted on November 6, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.