

RITE AID CORP
Form 4
October 03, 2005

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 *
GREEN EQUITY INVESTORS III LP

(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)
09/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
				(A) or (D)	Amount		
				Code	V		
					Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7% Series G Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5	09/30/2005	J(1)	20,488					(3)	(4)	Common Stock	372,509 (5)
6% Series H Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5	09/30/2005	J(2)	17,475					(3)	(4)	Common Stock	317,727 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN EQUITY INVESTORS III LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025		X		
GREEN EQUITY INVESTORS SIDE III LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025		X		
GEI CAPITAL III LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025		X		
LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025		X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025		X		
GRAND AVENUE ASSOCIATES LP 11111 SANTA MONICA BOULEVARD SUITE 2000		X		

LOS ANGELES, CA 90025

GRAND AVENUE CAPITAL CORP
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X

SOKOLOFF JONATHAN D
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X

DANHAKL JOHN G
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X

Signatures

/s/ Julia Chang, as Attorney-in-Fact for Jonathan D. Sokoloff, as Manager of GEI Capital III, LLC, General Partner of Green Equity Investors III, L.P. and John G. Danhakl

10/03/2005

__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 7% Series G Cumulative Convertible Pay-In-Kind Preferred Stock (the "Series G Preferred Stock") of the Issuer pays an annual dividend of 7% in quarterly installments in the form of cash or additional shares of Series G Preferred Stock at the Issuer's election. This Form 4 is being filed to report the quarterly dividend paid on September 30, 2005 in the form of approximately 20,488 additional shares of Series G Preferred Stock.
 - (2) The 6% Series H Cumulative Convertible Pay-In-Kind Preferred Stock (the "Series H Preferred Stock") of the Issuer pays an annual dividend of 6% in quarterly installments in the form of cash or additional shares of Series H Preferred Stock at the Issuer's election. This Form 4 is being filed to report the quarterly dividend paid on September 30, 2005 in the form of approximately 17,475 additional shares of Series H Preferred Stock.
 - (3) Immediately.
 - (4) Not applicable.
 - (5) The number of shares listed in Column 7 represents the approximate number of shares of common stock, par value \$1.00 per share, of the Issuer ("Common Stock") issuable upon conversion of the derivative securities reported in Column 5.

Remarks:

Exhibits

Exhibit 99 -- Joint Filer Information

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.