

JHAWAR ANDREWS S
Form 4
January 05, 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 *
JHAWAR ANDREWS S

(Last) (First) (Middle)

10250 CONSTELLATION
BLVD., SUITE 2900

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RENT A CENTER INC DE [RCII]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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

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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 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
Director Stock Option (right to purchase)	\$ 26.54	01/03/2005	A	5,000					01/03/2005	01/03/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JHAWAR ANDREWS S 10250 CONSTELLATION BLVD. SUITE 2900 LOS ANGELES, CA 90067	X			

Signatures

/s/ Andrew S.
Jhawar

01/05/2005

**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) On January 3, 2005, the reporting person was granted 5,000 options to purchase the Company's common stock, par value \$0.01 per share (the "Common Stock"), on a one-for-one basis, pursuant to the Company's Long-Term Incentive Plan. The options expire 10 years from the date of grant and are immediately available for exercise.
 - (2) Represents the total number of options granted to the reporting person pursuant to this grant. The reporting person has an additional 40,000 options to purchase the Company's Common Stock (as adjusted to reflect a 5-for-2 stock split effected by the Company on August 29, 2003) pursuant to options previously granted to the reporting person on January 2, 2002, January 2, 2003, and January 2, 2004. All of these options are currently exercisable.

Remarks:

Mr. Jhawar is associated with Apollo Advisors IV, L.P. ("Advisors"), which is the general partner of Apollo Investment Fund IV, L.P. ("AIF IV") and Apollo Overseas Partners IV, L.P. ("Overseas IV"). AIF IV and Overseas IV are the beneficial owners of certain shares of common stock of the Company. Mr. Jhawar disclaims beneficial ownership of all securities of the Company that may be deemed beneficially owned by AIF IV, Overseas IV, Advisors, and Apollo Capital Management IV, Inc. (partner of Advisors). This report shall not be deemed an admission that Mr. Jhawar is the beneficial owner of, or has any pecu

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interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other pur

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