

GRAND AVENUE CAPITAL CORP

Form 4

June 30, 2005

**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

OMB  
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2005  
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(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)  
**06/30/2005**

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)			
			Code	V	Amount		Price

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.**

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	
8% Series F Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5	06/30/2005	J <sup>(1)</sup>		23,069		<sup>(4)</sup>	<sup>(5)</sup>	Common Stock	419,429 <sup>(6)</sup>	
7% Series G Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5	06/30/2005	J <sup>(2)</sup>		20,136		<sup>(4)</sup>	<sup>(5)</sup>	Common Stock	366,100 <sup>(6)</sup>	
6% Series H Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5	06/30/2005	J <sup>(3)</sup>		17,217		<sup>(4)</sup>	<sup>(5)</sup>	Common Stock	313,029 <sup>(6)</sup>	

## 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		X		

SUITE 2000  
LOS ANGELES, CA 90025

GRAND AVENUE ASSOCIATES LP  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES, CA 90025

X

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.

06/30/2005

\_\_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 8% Series F Cumulative Convertible Pay-In-Kind Preferred Stock (the "Series F Preferred Stock") of Rite Aid Corporation (the "Issuer") pays an annual dividend of 8% in quarterly installments in the form of cash or additional shares of Series F Preferred Stock at the Issuer's election. This Form 4 is being filed to report the quarterly dividend paid on June 30, 2005 in the form of approximately 23,069 shares of Series F Preferred Stock.

(2) 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 June 30, 2005 in the form of approximately 20,136 additional shares of Series G Preferred Stock.

(3) 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 June 30, 2005 in the form of approximately 17,217 additional shares of Series H Preferred Stock.

(4) Immediately.

(5) Not applicable.

(6) 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

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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