

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>APOLLO ADVISORS IV LP</u> (Last) (First) (Middle) <u>TWO MANHATTANVILLE RD</u> (Street) <u>PURCHASE NY 10577</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>RENT A CENTER INC DE [RCI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2003</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/11/2003 | | S | | 774,547 | D | \$73 | 5,827,356 ⁽¹⁾ | I | See footnote ⁽¹⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------------|---|--|--|---|--|-----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Series A Preferred Stock | \$27.935 | 07/11/2003 | | S | | 2 | | 07/11/2003 | 08/08/1988 ⁽⁴⁾ | Common Stock | 70 | \$0 ⁽²⁾ | 0 | I | See footnote ⁽²⁾ |
| Series C Preferred Stock | \$27.935 | 07/11/2003 | | P | | 2 | | 07/11/2003 | 08/08/1988 ⁽⁴⁾ | Common Stock | 70 | \$0 ⁽²⁾ | 2 ⁽³⁾ | I | See footnote ⁽²⁾ |

Explanation of Responses:

- See Exhibit 1
- See Exhibit 2
- See Exhibit 3
- The Series A Preferred Stock and the Series C Preferred Stock does not expire and does not have expiration dates.

Remarks:

This Amendment is filed to correct the Central Index Key number used to identify the Issuer in the SEC's computer system from the number used when the original Statement on Form 4 was filed. This Amendment also amends Item 7 of Table I of the original Statement on Form 4.

Apollo Advisors IV, L.P. 01/06/2004
By: Apollo Capital
Management IV, Inc., its 01/06/2004
General Partner
/s/ Patricia M. Navis, Vice
President 01/06/2004
 ** Signature of Reporting Person Date

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

* 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).

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

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 Number.

Exhibit 1

(1) The amount reported includes 296,722 shares of Common Stock owned by Apollo Overseas Partners IV, L.P. ("Overseas IV") and 5,530,634 shares of Common Stock owned by Apollo Investment Fund IV, L.P. ("AIF IV"). The Reporting Person is the general partner of Overseas IV and AIF IV. The Reporting Person disclaims beneficial ownership of all shares of the Issuer owned by Overseas IV or AIF IV, except to the extent the Reporting Person has a pecuniary interest in such securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, any such securities for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Exhibit 2

(2) The shares of Series C preferred stock, par value \$.01 ("Series C Preferred Stock"), owned by Overseas IV and AIF IV, respectively, were each acquired in exchange for the one share of Series A preferred stock, par value \$.01 ("Series A Preferred Stock"), previously owned by Overseas IV and AIF IV, respectively, pursuant to the terms of the Purchase and Exchange Agreement dated as of April 25, 2003 by and among AIF IV, Overseas IV and the Issuer.

Exhibit 3

(3) The amount reported includes one share of Series A Preferred Stock or Series C Preferred Stock, as applicable, owned by Overseas IV and one share of Series A Preferred Stock or Series C Preferred Stock, as applicable, owned by AIF IV. See Exhibit 1.