

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FADEL MITCHELL E</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
5501 HEADQUARTERS DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>PLANO</u>	<u>TX</u>	<u>75024</u>						
(City)	(State)	(Zip)						

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	01/31/2014		A		9,620 ⁽¹⁾	A	\$0.0000	67,375	D	
Common	01/31/2014		F		1,575 ⁽²⁾	D	\$24.94	65,800	D	
Common								14,548	I	By 401k ⁽³⁾

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
Employee Stock Option (Right to Purchase)	\$25.03	01/31/2014		A		45,173		01/31/2015 ⁽⁴⁾	01/31/2024	Common	45,173	\$0.0000	45,173	D	

Explanation of Responses:

- Represents restricted stock units which vest upon completion of three years of continuous employment with the issuer from January 31, 2014.
- Number of shares withheld to cover taxes with respect to time-based restricted stock units which vested on January 31, 2014 (upon completion of three years of continuous employment from grant date of January 31, 2011).
- As of December 31, 2013 (includes shares acquired under the Rent-A-Center, Inc. 401-K plan since the date of the reporting person's last ownership report).
- Options vest ratably over 4 years beginning on the first anniversary of the date of grant and becoming fully exercisable on the 4th anniversary of the date of grant (25% of the total number of shares granted vesting on each such anniversary date). Options expire 10 years from the date of grant.

/s/ Mitchell E. Fadel

02/03/2014

** 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.