

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>BERG LAURENCE MARTIN</u>  (Last) (First) (Middle) <u>1301 AVENUE OF THE AMERICAS</u> <u>38TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENT A CENTER INC DE [ RCII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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			

**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
Director Stock Option (Right to Purchase)	\$29.57	01/02/2004		A		5,000		01/02/2004 <sup>(1)</sup>	01/02/2014 <sup>(1)</sup>	Common Stock	5,000	(1)	5,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- On January 2, 2004, 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 the grant and are immediately available for exercise.
- Represents the total number of options granted to the reporting person pursuant to this grant. The reporting person has an additional 62,500 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 4, 1999, January 3, 2000, January 2, 2001, January 2, 2002 and January 2, 2003. All of these options are currently exercisable.

**Remarks:**

Mr. Berg 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. Berg 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. (the general partner of Advisors). This report shall not be deemed an admission that Mr. Berg is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Laurence M. Berg 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.