

AARON'S INC
Form 4
December 10, 2013

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 *
CATES JAMES L

(Last) (First) (Middle)
309 E. PACES FERRY ROAD, N.E.

(Street)

ATLANTA, GA 30305-

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AARON'S INC [AAN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2013

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)
Senior Group VP

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/06/2013 | | M | | 7,500 A \$ 14.1067 | 13,259 | D |
| Common Stock | 12/06/2013 | | S | | 7,500 D \$ 28.9539 (1) | 5,759 | D |
| Common Stock | 12/06/2013 | | M | | 3,750 A \$ 19.92 | 9,509 | D |
| Common Stock | 12/06/2013 | | S | | 3,750 D \$ 28.9539 (1) | 5,759 | D |
| | | | | | | 8,165.62 | I By 401(k) |

Common
Stock

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 (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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 14.1067 | 12/06/2013 | | M | 7,500 | 10/16/2013 ⁽²⁾ 10/16/2018 | Common Stock | 7,500 |
| Stock Options (Right to Buy) | \$ 19.92 | 12/06/2013 | | M | 3,750 | 02/23/2013 ⁽³⁾ 02/23/2020 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CATES JAMES L 309 E. PACES FERRY ROAD, N.E. ATLANTA, GA 30305- | | | Senior Group VP | |

Signatures

/s/ Robert Sinclair, by Power of Attorney for James L. Cates
12/10/2013

__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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.95 to \$29.00, inclusive. The reporting person undertakes to provide to Aaron's, Inc., any security holder of Aaron's, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (1) The option, representing a right to purchase a total of 11,250 shares, became exercisable in three equal annual installments beginning on October 16, 2011, which was the third anniversary of the date on which the option was granted.
 - (2) The option, representing a right to purchase a total of 11,250 shares, became exercisable in three equal annual installments beginning on February 23, 2013, which was the third anniversary of the date on which the option was granted.

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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