

AARON'S INC  
Form 4  
March 26, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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, NE  
(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)  
03/25/2015

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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                               |
| Common Stock                    | 03/25/2015                           |                                                    | M                              |                                                                   | 1,700                                                                                         | A                                                        | \$ 19.92                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 9,407                               |
| Common Stock                    | 03/25/2015                           |                                                    | S                              |                                                                   | 1,700                                                                                         | D                                                        | \$ 29.0358                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 7,707 <sup>(2)</sup> <sub>(1)</sub> |
| Common Stock                    | 03/26/2015                           |                                                    | M                              |                                                                   | 5,800                                                                                         | A                                                        | \$ 19.92                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 13,507                              |
| Common Stock                    | 03/26/2015                           |                                                    | S                              |                                                                   | 5,800                                                                                         | D                                                        | \$ 28                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 7,707 <sup>(2)</sup>                |

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 (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)               | \$ 19.92                                               | 03/25/2015                           |                                                    | M                              | 1,700                                                                                   | 02/23/2013 <sup>(3)</sup> 02/23/2020                     | Common Stock                                                  | 1,700                      |
| Stock Options (Right to Buy)               | \$ 19.92                                               | 03/26/2015                           |                                                    | M                              | 5,800                                                                                   | 02/23/2013 <sup>(3)</sup> 02/23/2020                     | Common Stock                                                  | 5,800                      |

## Reporting Owners

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

## Signatures

/s/ Robert Sinclair, by Power of Attorney for James L. Cates  
03/26/2015

\_\_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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.06, inclusive. The reporting person undertakes to provide to Aaron's, Inc., any security holder of Aaron's, Inc., or the staff of the

## Edgar Filing: AARON'S INC - Form 4

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.

- (2) Included in the amount of securities beneficially owned following the transaction are 7,707 unvested restricted units.
- (3) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.