

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B/A

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b) [amend]

Filing Date: **1994-05-17**
SEC Accession No. **0000090811-94-000013**

([HTML Version](#) on secdatabase.com)

FILER

AMERICAN STORES CO /NEW/

CIK: **90811** | IRS No.: **870207226** | State of Incorpor.: **DE** | Fiscal Year End: **0202**
Type: **8-A12B/A** | Act: **34** | File No.: **001-05392** | Film No.: **94529177**
SIC: **5411** Grocery stores

Business Address
709 E SOUTH TEMPLE
SALT LAKE CITY UT 84102
8015390112

FORM 8-A/A

AMENDMENT NO. 3

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

American Stores Company
(Exact name of registrant as specified in its charter)

Delaware 87-0207226
(State of incorporation or organization) (IRS Employer Identification No.)

709 East South Temple, Salt Lake City, Utah 84102
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Preferred Share Purchase Rights	New York Stock Exchange Chicago Stock Exchange Pacific Stock Exchange Philadelphia Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Item 1. Description of Securities To Be Registered.

ON APRIL 21, 1994, AMERICAN STORES COMPANY (THE "COMPANY") EFFECTED A TWO-FOR-ONE STOCK SPLIT IN THE FORM OF A 100% STOCK DISTRIBUTION TO SHAREHOLDERS OF RECORD ON APRIL 7, 1994. THE COMPANY HAD PREVIOUSLY EFFECTED A TWO-FOR-ONE STOCK SPLIT ON JULY 16, 1991, TO SHAREHOLDERS OF RECORD ON JULY 1, 1991. THE FOLLOWING DESCRIPTION OF THE COMPANY'S PREFERRED SHARE PURCHASE RIGHTS GIVES EFFECT TO THE ADJUSTMENTS RESULTING FROM SUCH STOCK SPLITS.

On March 8, 1988, the Board of Directors of American Stores Company (the "Company") declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, \$1 par value per share (the "Common Shares"), of the Company. The dividend was paid on March 18, 1988 (the "Record Date") to the record holders of Common Shares on that date. Each Right originally entitled the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, \$1 par value per share (the "Series A Preferred Shares"), of the Company, at a price of \$250 per one one-hundredth of a Series A Preferred Share (the "Purchase Price"), subject to adjustment. As a result of the stock splits, each Right currently entitles the registered holder to purchase one four-hundredth of a Series A Preferred Share at a price of \$62.50 per one four-hundredth of a Series A Preferred Share. The description and terms of the Rights are set forth in a Rights Agreement, as amended (the "Rights Agreement"), between the Company and First Chicago Trust Company of New York, formerly Morgan Shareholder Services Trust Company, as Rights Agent.

The Rights are represented by the certificates for Common Shares and are not exercisable or transferable apart from the Common Shares until the earlier to occur of (i) 10 days following a public announcement that a person or group of affiliated or associated persons (other than (A) the Company, (B) a majority owned subsidiary of the Company, (C) an employee benefit plan of the Company or any majority owned subsidiary of the Company, (D) an entity holding Common Shares for or pursuant to the terms of such a plan or (E) Mr. L. S. Skaggs, his affiliates and associates, his heirs and any trust or foundation to which he has transferred or may transfer Common Shares (an "excepted person")) (an "Acquiring Person") has acquired beneficial ownership of 20% or more of the outstanding Common Shares (unless the Board of Directors determines in good faith that a person or group of persons who would otherwise be an Acquiring Person has become such inadvertently and that person divests as promptly as practicable a sufficient number of Common Shares so that such person would no longer be an Acquiring Person) or (ii) 10 days following the commencement of, or announcement of an intention to make, a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group of affiliated or associated persons (other than an excepted person) of 20% or more of such outstanding Common Shares (the earlier of such dates being called the "Distribution Date").

The Rights Agreement provides that, until the Distribution Date, the Rights will be transferred with and only with the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date upon transfer or new issuance of Common Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares outstanding as of the Record Date, even without such notation or a copy of the Summary of Rights being attached thereto, will also constitute the transfer of the Rights associated with the Common Shares represented by such certificate. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Rights Certificates") will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date. The Rights will expire on March 18, 1998 (the "Final Expiration Date"), unless the Final Expiration Date is extended or unless the Rights are earlier redeemed by the Company, in each case, as described below.

The Purchase Price payable, and the number of Series A Preferred Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Shares, (ii) upon the grant to holders of the Series A Preferred Shares of certain rights or warrants to subscribe for or purchase Series A Preferred Shares at a price, or securities convertible into Series A Preferred Shares with a conversion price, less than the then current market price of the Series A Preferred Shares or (iii) upon the distribution to holders of the Series A Preferred Shares of evidences of indebtedness or assets (excluding regular periodic cash dividends paid out of earnings or retained earnings or dividends payable in Series A Preferred Shares) or of subscription rights or warrants (other than those referred to above).

The number of outstanding Rights and the fractions of a Series A Preferred Share issuable upon exercise of each Right are also subject to adjustment in the event of a stock split of the Common Shares or a stock dividend on the Common Shares payable in Common Shares or subdivisions, consolidations or combinations of the Common Shares occurring, in any such case, prior to the Distribution Date.

Series A Preferred Shares purchasable upon exercise of the Rights will not be redeemable. Each Series A Preferred Share will be entitled to a minimum preferential quarterly dividend payment of \$1 per share but will be entitled to an aggregate dividend of 100 times the dividend declared per Common Share. In the event of liquidation, the holders of the Series A Preferred Shares will be entitled to a minimum preferential liquidation payment of \$100 per share but will be entitled to an aggregate payment of 100 times the payment made per Common Share. Each Series A Preferred Share will have 100 votes, voting together with the Common Shares. Finally, in the event of any merger,

consolidation or other transaction in which Common Shares are exchanged, each Series A Preferred Share will be entitled to receive 100 times the amount received per Common Share. These rights are protected by customary antidilution provisions.

Because of the nature of the Series A Preferred Shares' dividend, liquidation and voting rights, the value of the one four-hundredth interest in a Series A Preferred Share purchasable upon exercise of each Right should approximate the value of one Common Share.

In the event that the Company is acquired by any person (other than an excepted person) in a merger or other business combination transaction or 50% or more of its consolidated assets or earning power are sold to any person (other than an excepted person), proper provision will be made so that each holder of a Right will thereafter have the right to receive, upon the exercise thereof at the then current exercise price of the Right, that number of shares of common stock of the acquiring company which at the time of such transaction will have a market value of two times the exercise price of the Right. In the event that any person becomes an Acquiring Person, proper provision shall be made so that each holder of a Right, other than Rights beneficially owned by the Acquiring Person (which will thereafter be void), will thereafter have the right to receive upon exercise (i) that number of Common Shares having a market value of two times the exercise price of the Right, or (ii) a Common Stock equivalent preferred stock if the Company is not able to authorize sufficient shares of Common Stock after making a good faith effort to do so.

At any time after the acquisition by a person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 20% or more of the outstanding Common Shares and prior to the acquisition by any person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 50% or more of the outstanding Common Shares, the Board of Directors of the Company may exchange the Rights (other than Rights owned by an Acquiring Person which have become void), in whole or in part, at an exchange ratio of one Common Share, or one one-hundredth of a Series A Preferred Share (or of a share of a class or series of the Company's preferred stock having equivalent rights, preferences and privileges), per Right (subject to adjustment).

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Series A Preferred Shares will be issued (other than fractions which are integral multiples of one one-hundredth of a Series A Preferred Share, which may, at the election of the Company, be evidenced by depositary receipts) and in lieu thereof, an adjustment in cash will be made based on the market price of the Series A Preferred Shares on the last trading day prior to the date of exercise.

At any time prior to the acquisition by a person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 20% or more of the outstanding Common Shares, the Board of Directors of the

Company may redeem the Rights in whole, but not in part, at a price of \$.0025 per Right (the "Redemption Price"). Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

The terms of the Rights may be amended by the Board of Directors of the Company without the consent of the holders of the Rights, including an amendment to lower the threshold for exercisability of the Rights from 20% to not less than the greater of (i) in excess of the largest percentage of the Outstanding Common Shares then known to the Company to be beneficially owned by any Person (other than an excepted person) and (ii) 10%, except that from and after such time as any person becomes an Acquiring Person no such amendment may adversely affect the interests of the holders of the Rights.

Until a Right is exercised, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

The Rights have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Company on terms not approved by the Company's Board of Directors, except pursuant to an offer conditioned on a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors since the Rights may be redeemed by the Company at \$.0025 per Right prior to the time that there is an Acquiring Person.

The Rights Agreement, dated as of March 8, 1988, between the Company and First Chicago Trust Company of New York, formerly Morgan Shareholder Services Trust Company, as Rights Agent, specifying the terms of the Rights (including a summary of the Rights as an exhibit thereto), the press release announcing the declaration of the Rights, the Amendment to the Rights Agreement dated as of March 20, 1990, and the Certificates of Adjustment dated as of June 28, 1991, and April 21, 1994, respectively, are attached hereto as exhibits and are incorporated herein by reference. The foregoing description of the Rights is qualified by reference to such exhibits.

Item 2. Exhibits. The following items are filed as exhibits to the Registration Statement.

Exhibit No.	Description of Document	Location
1.	Rights Agreement (the "Rights Agreement") dated as of March 8, 1988, between American Stores Company and Morgan Shareholder Services Trust Company (now named First Chicago Trust Company of New York), as Rights Agent.	Original Filing
2.	Press Release dated March 8, 1988.	Original Filing

- | | | |
|----|---|--------------------------|
| 3. | Amendment to the Rights Agreement dated as of March 20, 1990. | Amendment No. 1 |
| 4. | Certificate of Adjustment to the Rights Agreement dated as of June 28, 1991. | Amendment No. 2 |
| 5. | Certificate of Adjustment to the Rights Agreement dated as of April 21, 1994. | This Amendment
Page 6 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN STORES COMPANY

By: /s/ Kathleen E. McDermott

Name: Kathleen E. McDermott

Title: Executive Vice President and General Counsel

Dated: May 16, 1994

Exhibit 4.

CERTIFICATE OF ADJUSTMENT

This is to certify pursuant to Section 12 of the Rights Agreement, dated as of March 8, 1988, as amended March 20, 1990, between American Stores Company, a Delaware corporation (the "Company"), and First Chicago Trust Company of New York (the "Rights Agent") that:

I. Statement of Facts.

On March 21, 1994, the Company's Board of Directors declared a two-for-one split of the shares of the Company's Common Stock, par value \$1.00 per share (the "Common Shares"), to be effected in the form of a 100% stock distribution (the "Distribution") on April 21, 1994 to holders of record of the Company's issued Common Shares on April 7, 1994. The Company previously declared a two-for-one split on July 16, 1991, to holders of record on July 1, 1991, and the Rights and Redemption Price were adjusted pursuant to a Certificate of Adjustment dated July 16, 1991.

II. Adjustments Pursuant to Rights Agreement.

Pursuant to the provisions of Sections 11(n) and 23(b) of the Rights Agreement, certain adjustments to the fractions of a Preferred Share (as defined in the Rights Agreement) purchasable upon proper exercise of each Right (as defined in the Rights Agreement) and to the Redemption Price (as defined in the Rights Agreement) shall be effected as of April 21, 1994, as set forth below:

1. Pursuant to Section 11(n) of the Rights Agreement, the Rights are adjusted so that each Right shall, upon proper exercise, entitle the holder to purchase one four-hundredth of a fully paid non-assessable share of Series A Junior Participating Preferred Stock.

2. Pursuant to Section 23(a) of the Rights Agreement, the Redemption Price is adjusted to \$0.0025 per Right.

Dated effective this 21st day of April, 1994.

AMERICAN STORES COMPANY

By: /s/ Jack Lunt
Name: Jack Lunt
Title: Secretary

FORM 8-A/A

AMENDMENT NO. 3

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

American Stores Company
(Exact name of registrant as specified in its charter)

Delaware 87-0207226
(State of incorporation or organization) (IRS Employer Identification No.)

709 East South Temple, Salt Lake City, Utah 84111-1802
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Preferred Share Purchase Rights	New York Stock Exchange Chicago Stock Exchange Pacific Stock Exchange Philadelphia Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Item 1. Description of Securities To Be Registered.

ON APRIL 21, 1994, AMERICAN STORES COMPANY (THE "COMPANY") EFFECTED A TWO-FOR-ONE STOCK SPLIT IN THE FORM OF A 100% STOCK DISTRIBUTION TO SHAREHOLDERS OF RECORD ON APRIL 7, 1994. THE COMPANY HAD PREVIOUSLY EFFECTED A TWO-FOR-ONE STOCK SPLIT ON JULY 16, 1991, TO SHAREHOLDERS OF RECORD ON JULY 1, 1991.

THE FOLLOWING DESCRIPTION OF THE COMPANY'S PREFERRED SHARE PURCHASE RIGHTS GIVES EFFECT TO THE ADJUSTMENTS RESULTING FROM SUCH STOCK SPLITS.

On March 8, 1988, the Board of Directors of American Stores Company (the "Company") declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, \$1 par value per share (the "Common Shares"), of the Company. The dividend was paid on March 18, 1988 (the "Record Date") to the record holders of Common Shares on that date. Each Right originally entitled the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, \$1 par value per share (the "Series A Preferred Shares"), of the Company, at a price of \$250 per one one-hundredth of a Series A Preferred Share (the "Purchase Price"), subject to adjustment. As a result of the stock splits, each Right currently entitles the registered holder to purchase one four-hundredth of a Series A Preferred Share at a price of \$62.50 per one four-hundredth of a Series A Preferred Share. The description and terms of the Rights are set forth in a Rights Agreement, as amended (the "Rights Agreement"), between the Company and First Chicago Trust Company of New York, formerly Morgan Shareholder Services Trust Company, as Rights Agent.

The Rights are represented by the certificates for Common Shares and are not exercisable or transferable apart from the Common Shares until the earlier to occur of (i) 10 days following a public announcement that a person or group of affiliated or associated persons (other than (A) the Company, (B) a majority owned subsidiary of the Company, (C) an employee benefit plan of the Company or any majority owned subsidiary of the Company, (D) an entity holding Common Shares for or pursuant to the terms of such a plan or (E) Mr. L. S. Skaggs, his affiliates and associates, his heirs and any trust or foundation to which he has transferred or may transfer Common Shares (an "excepted person")) (an "Acquiring Person") has acquired beneficial ownership of 20% or more of the outstanding Common Shares (unless the Board of Directors determines in good faith that a person or group of persons who would otherwise be an Acquiring Person has become such inadvertently and that person divests as promptly as practicable a sufficient number of Common Shares so that such person would no longer be an Acquiring Person) or (ii) 10 days following the commencement of, or announcement of an intention to make, a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group of affiliated or associated persons (other than an excepted person) of 20% or more of such outstanding Common Shares (earlier of such dates being called the "Distribution Date").

The Rights Agreement provides that, until the Distribution Date, the Rights will be transferred with and only with the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date upon transfer or new issuance of Common Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares outstanding as of the Record Date, even without such notation or a copy of the Summary of Rights being attached thereto, will also

constitute the transfer of the Rights associated with the Common Shares represented by such certificate. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Rights Certificates") will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date. The Rights will expire on March 18, 1998 (the "Final Expiration Date"), unless the Final Expiration Date is extended or unless the Rights are earlier redeemed by the Company, in each case, as described below.

The Purchase Price payable, and the number of Series A Preferred Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Shares, (ii) upon the grant to holders of the Series A Preferred Shares of certain rights or warrants to subscribe for or purchase Series A Preferred Shares at a price, or securities convertible into Series A Preferred Shares with a conversion price, less than the then current market price of the Series A Preferred Shares or (iii) upon the distribution to holders of the Series A Preferred Shares of evidences of indebtedness or assets (excluding regular periodic cash dividends paid out of earnings or retained earnings or dividends payable in Series A Preferred Shares) or of subscription rights or warrants (other than those referred to above).

The number of outstanding Rights and the fractions of a Series A Preferred Share issuable upon exercise of each Right are also subject to adjustment in the event of a stock split of the Common Shares or a stock dividend on the Common Shares payable in Common Shares or subdivisions, consolidations or combinations of the Common Shares occurring, in any such case, prior to the Distribution Date.

Series A Preferred Shares purchasable upon exercise of the Rights will not be redeemable. Each Series A Preferred Share will be entitled to a minimum preferential quarterly dividend payment of \$1 per share but will be entitled to an aggregate dividend of 100 times the dividend declared per Common Share. In the event of liquidation, the holders of the Series A Preferred Shares will be entitled to a minimum preferential liquidation payment of \$100 per share but will be entitled to an aggregate payment of 100 times the payment made per Common Share. Each Series A Preferred Share will have 100 votes, voting together with the Common Shares. Finally, in the event of any merger, consolidation or other transaction in which Common Shares are exchanged, each Series A Preferred Share will be entitled to receive 100 times the amount received per Common Share. These rights are protected by customary antidilution provisions.

Because of the nature of the Series A Preferred Shares' dividend, liquidation and voting rights, the value of the one four-hundredth interest in a Series A Preferred Share purchasable upon exercise of each Right should approximate the value of one Common Share.

In the event that the Company is acquired by any person (other than an excepted person) in merger or other business combination transaction or 50% or more of its consolidated assets or earning power are sold to any person (other than an excepted person), proper provision will be made so that each holder of a Right will thereafter have the right to receive, upon the exercise thereof at the then current exercise price of the Right, that number of shares of common stock of the acquiring company which at the time of such transaction will have a market value of two times the exercise price of the Right. In the event that any person becomes an Acquiring Person, proper provision shall be made so that each holder of a Right, other than Rights beneficially owned by the Acquiring Person (which will thereafter be void), will thereafter have the right to receive upon exercise (i) that number of Common Shares having a market value of two times the exercise price of the Right, or (ii) a Common Stock equivalent preferred stock if the Company is not able to authorize sufficient shares of Common Stock after making a good faith effort to do so.

At any time after the acquisition by a person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 20% or more of the outstanding Common Shares and prior to the acquisition by any person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 50% or more of the outstanding Common Share, the Board of Directors of the Company may exchange the Rights (other than Rights owned by an Acquiring Person which have become void), in whole or in part, at an exchange ratio of one Common Share, or one one-hundredth of a Series A Preferred Share (or of a share of a class or series of the Company's preferred stock having equivalent rights, preferences and privileges), per Right (subject to adjustment).

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Series A Preferred Shares will be issued (other than fractions which are integral multiples of one one-hundredth of a Series A Preferred Share, which may, at the election of the Company, be evidenced by depositary receipts) and in lieu thereof, an adjustment in cash will be made based on the market price of the Series A Preferred Shares on the last trading day prior to the date of exercise.

At any time prior to the acquisition by a person or group of affiliated or associated persons (other than an excepted person) of beneficial ownership of 20% or more of the outstanding Common Shares, the Board of Directors of the Company may redeem the Rights in whole, but not in part, at a price of \$.0025 per Right (the "Redemption Price"). Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

The terms of the Rights may be amended by the Board of Directors of the Company without the consent of the holders of the Rights, including an amendment to lower the threshold for exercisability of the Rights from 20% to not less than the greater of (i) in excess of the largest percentage of the

Outstanding Common Shares then known to the Company to be beneficially owned by any Person (other than an excepted person) and (ii) 10%, except that from and after such time as any person becomes an Acquiring Person no such amendment may adversely affect the interests of the holders of the Rights.

Until a Right is exercised, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

The Rights have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Company on terms not approved by the Company's Board of Directors, except pursuant to an offer conditioned on a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors since the Rights may be redeemed by the Company at \$.0025 per Right prior to the time that there is an Acquiring Person.

The Rights Agreement, dated as of March 8, 1988, between the Company and First Chicago Trust Company of New York, formerly Morgan Shareholder Services Trust Company, as Rights Agent, specifying the terms of the Rights (including a summary of the Rights as an exhibit thereto), the press release announcing the declaration of the Rights, the Amendment to the Rights Agreement dated as of March 20, 1988, and the Certificates of Adjustment dated as of June 28, 1991, and April 24, 1994, respectively, are attached hereto as exhibits and are incorporated herein by reference. The foregoing description of the Rights is qualified by reference to such exhibits.

Item 2. Exhibits. The following items are filed as exhibits to the Registration Statement.

Exhibit No.	Description of Document	Location
1.	Rights Agreement (the "Rights Agreement") dated as of March 8, 1988, between American Stores Company and Morgan Shareholder Services Trust Company (now named First Chicago Trust Company of New York), as Rights Agent.	Original Filing
2.	Press Release dated March 8, 1988.	Original Filing
3.	Amendment to the Rights Agreement dated as of March 20, 1990.	Amendment No. 1
4.	Certificate of Adjustment to the Rights Agreement dated as of June 28, 1991.	Amendment No. 2
5.	Certificate of Adjustment to the Rights Agreement dated as of April 24, 1994.	This Amendment Page 6

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN STORES COMPANY

By: /s/ Kathleen E. McDermott

Name: Kathleen E. McDermott

Title: Executive Vice President and General Counsel

Dated: May 16, 1994

Exhibit 4.

CERTIFICATE OF ADJUSTMENT

This is to certify pursuant to section 12 of the Rights Agreement, dated as of March 8, 1988, as amended March 20, 1990, between American Stores Company, a Delaware corporation (the "Company"), and First Chicago Trust Company of New York (the "Rights Agent") that:

I. Statement of Facts.

On March 21, 1994, the Company's Board of Directors declared a two-for-one split of the shares of the Company's Common Stock, par value \$1.00 per share (the "Common Shares"), to be effected in the form of a 100% stock distribution (the "Distribution") on April 21, 1994 to holders of record of the Company's issued Common Shares on April 7, 1994. The Company previously declared a two-for-one split on July 16, 1991, to holders of record on July 1, 1991, and the Rights and Redemption Price were adjusted pursuant to a Certificate of Adjustment dated July 16, 1991.

II. Adjustments Pursuant to Rights Agreement.

Pursuant to the provisions of Sections 11(n) and 23(b) of the Rights Agreement, certain adjustments to the fractions of a Preferred Share (as defined in the Rights Agreement) purchasable upon proper exercise of each Right (as defined in the Rights Agreement) and to the Redemption Price (as defined in the Rights Agreement) shall be effected as of April 21, 1994, as set forth below:

1. Pursuant to Section 11(n) of the Rights Agreement, the Rights are adjusted so that each Right shall, upon proper exercise, entitle the holder to purchase one four-hundredth of a fully paid non-assessable share of Series A Junior Participating Preferred Stock.

2. Pursuant to Section 23(a) of the Rights Agreement, the Redemption Price is adjusted to \$0.0025 per Right.

Dated effective this 21st day of April, 1994.

AMERICAN STORES COMPANY

By: /s/ Jack Lunt

Name: Jack Lunt

Title: Secretary