Livesay Jill A Form 4 March 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Livesay Jill A

2. Issuer Name and Ticker or Trading

Symbol

ADVANCE AUTO PARTS INC [AAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

ADVANCE AUTO PARTS,

INC., 5008 AIRPORT RD

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2012

Director 10% Owner X_ Officer (give title Other (specify

SVP, Controller

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

ROANOKE, VA 24012

	Tuble 1 Tion Bellium to Securities frequired, 2 is possed of, or Beneficiary of								
1.Title of	2. Transaction Date		3.			•	5. Amount of	*	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)					Indirect	
(Instr. 3)		any	Code	(Instr. 3,	Securities Acquired 5. Amount of Securities Form: Direct (D) or Indirect (I) Following (Instr. 4) (A) Or Disposed of (D) Securities Beneficially (D) or Indirect (I) (Instr. 4) (A) Or Reported Transaction(s) (Instr. 3 and 4) (B) Price (C) Or Indirect (I) (Instr. 4) (C) Or Indirect (I) (Instr. 4)				Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
							(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(moure une i)		
Common Stock	03/01/2012		A	1,064	A	<u>(1)</u>	20,149	D	
				_					
Common Stock	03/01/2012		F	343 (2)	D	\$ 85.98	19,806	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transa Code (Instr.	8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right	\$ 25.81	03/01/2012		A		10,828 (1)		03/01/2012	11/17/2015	Common Stock	10,8

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Livesay Jill A ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012

SVP, Controller

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jill A. Livesay

03/05/2012

**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).
 - As previously reported, on November 17, 2008, the reporting person received an equity award, a portion of which was subject to the registrant achieving certain pre-determined financial performance targets, subject to certification by the registrant's Compensation
- (1) Committee.? Effective March 1, 2012 it was determined that these performance conditions had been achieved at the maximum level.? The reported amount of common stock and stock appreciation rights (SARs) are fully vested and collectively represent the maximum vesting level under this award.
- (2) Represents shares withheld to satisfy a tax withholding obligation upon the vesting of restricted stock.

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