ADVANCE AUTO PARTS INC

Form 4

February 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WADE JIMMIE L

(First)

2. Issuer Name and Ticker or Trading

Symbol

ADVANCE AUTO PARTS INC [AAP]

10% Owner

Other (specify

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

ADVANCE AUTO PARTS,

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

02/10/2014

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Officer (give title

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

INC., 5008 AIRPORT RD

(Street) Filed(Month/Day/Year)

(Middle)

ROANOKE, VA 24012

(City)	(State)	(Zip) Tabl	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. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (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)	
Common Stock	02/10/2014		G	110 (1)	D	<u>(2)</u>	32,096	D		
Common Stock	02/11/2014		G	800 (1)	D	<u>(2)</u>	31,296	D		
Common Stock	02/12/2014		S	6,378	D	\$ 126.17 (3)	24,918	D		
Common Stock	02/12/2014		M	21,087	A	\$ 66.15	46,005	D		
	02/12/2014		F		D		31,296	D		

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Common Stock				14,709 (4)		\$ 126.51		
Common Stock	02/12/2014		S	6,378	D	\$ 126.17 (5)	24,918	D

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

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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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights	\$ 66.15	02/12/2014		M	21,087	<u>(6)</u>	12/01/2017	Common Stock	21,08

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
WADE JIMMIE L ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	X							

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jimmie L. Wade 02/12/2014

**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).

Reporting Owners 2

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- (1) Gift to charitable foundation.
- (2) Not applicable.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.00 to \$126.40. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer 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 range set forth in this footnote.
- (4) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the vesting of SARs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.00 to \$126.40. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the
- (5) \$126.00 to \$126.40. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer of the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) These shares became exercisable in three approximately equal annual installments beginning on December 1, 2011.

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.