

ADVANCE AUTO PARTS INC
Form 4
February 12, 2014

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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Controller & CAO

ADVANCE AUTO PARTS, INC., 5008 AIRPORT RD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ROANOKE, VA 24012

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/10/2014 | | M | A | 4,392 | \$ 40.38 | 10,218 D |
| Common Stock | 02/10/2014 | | F | D | 2,411 (1) | \$ 123.48 | 7,807 D |
| Common Stock | 02/10/2014 | | M | A | 1,850 | \$ 40.38 | 9,657 D |
| Common Stock | 02/10/2014 | | F | D | 1,018 (1) | \$ 123.48 | 8,639 D |
| Common Stock | 02/10/2014 | | S(2) | D | 4,013 | \$ 123.43 | 4,626 D |

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| | | | | | | | | | |
|--------|------------|--|---|---------|-----|-----|--------|-------|---|
| | | | | | (3) | | | | |
| Common | 02/10/2014 | | A | 544 (4) | A | \$ | 123.32 | 5,170 | D |
| Stock | | | | | | (4) | | | |

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 Appreciation Rights | \$ 40.38 | 02/10/2014 | | M | 4,392 | (5) 12/01/2016 | Common Stock | 4,392 |
| Stock Appreciation Rights | \$ 40.38 | 02/10/2014 | | M | 1,850 | 03/01/2013 12/01/2016 | Common Stock | 1,850 |

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 & CAO | |

Signatures

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

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).

(1) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the exercise of SARs.

Consistent with Ms. Livesay's regular diversification practice. Following this transaction, Ms. Livesay retains a substantial ownership

(2) commitment in beneficially owned stock and vested employee SARs, and she continues to more than satisfy the Company's stock ownership guidelines for executive officers.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.39 to \$123.51. 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) The reported amount of time-based restricted stock units (RSUs) along with performance-based stock appreciation rights (SARs) not reported on this Form 4, collectively, represent 67% and 33% portions, respectively, of a target equity award based on the grant date fair value. The RSUs are subject to time vesting in three approximately equal annual installments beginning one year from the grant date. The performance-based SARs may vest on March 1, 2017, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based SARs up to a maximum of an additional 100% of the target level grant of performance-based SARs.

(5) These shares became exercisable in three approximately equal annual installments beginning on December 1, 2010.

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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