

GENUINE PARTS CO  
Form 4  
February 21, 2014

**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 \*  
JOHNS MICHAEL M E

(Last) (First) (Middle)

GENUINE PARTS  
COMPANY, 2999 CIRCLE 75  
PKWY

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENUINE PARTS CO [GPC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2014

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)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
------------------------	---------------	--------------------------------------	-------------------------------	-----------------------	----	---	--	------------------------

Edgar Filing: GENUINE PARTS CO - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)			
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0 <sup>(1)</sup>	02/20/2014	A		43	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	43	\$ 86.82

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNS MICHAEL M E GENUINE PARTS COMPANY 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	X			

## Signatures

David A. Haskett Attorney  
in Fact 02/21/2014

        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) Security converts to Common Stock on a one for one basis.
- (2) Exercisable and expiration date is equal to effective retirement date.

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. ses, sales and distributions of 5 Employees' Savings Plan and Employee Stock Ownership Plan of Consumers Energy Company Notes to Financial Statements 1. DESCRIPTION OF PLAN (CONTINUED) FORFEITURES AND ADMINISTRATIVE EXPENSES (CONTINUED) securities for each investment fund are charged to the fund that incurred the cost. Fees for obtaining loans are charged to the participant that requested the loan. PLAN TERMINATION Although it has not expressed the intention to do so, the Company has reserved the right to terminate the Plan at any time by resolution of its Board of Directors. The value of the participant accounts will be determined as of the effective date of the termination and be distributed as provided by the Plan. 2. SIGNIFICANT ACCOUNTING POLICIES INVESTMENT VALUATION AND INCOME RECOGNITION Except for the investment contracts, the Plan's investments are stated at fair value which equals the quoted market price on the last business day of the plan year. The shares of registered investment companies are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end. The fair value of the participation units owned by the Plan in the common trust fund accounts are based on quoted redemption values on the last business day

of the plan year. The participant loans are valued at their outstanding balances, which approximate fair value. Investment contracts are recorded at their contract values, which represent contributions and reinvested income, less any withdrawals plus accrued interest, because these investments have fully benefit-responsive features. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. However, withdrawals influenced by Company-initiated events, such as in connection with the sale of a business, may result in a distribution at other than contract value. There are no reserves against contract values for credit risk of contract issues or otherwise. Contract value approximates fair value. The average yield for these contracts was 6.11% in 2004 and 6.20% in 2003. The crediting interest rate for these investment contracts ranged from approximately 5.40% to 6.99% in 2004 and 5.40% to 7.10% in 2003. Rates on contracts remain fixed for the life of each contract. Upon completion of the recordkeeping transfer to Fidelity Investments, as described in Note 3, Investments, the valuation of participant accounts was changed to daily pricing from monthly pricing.

6 Employees' Savings Plan and Employee Stock Ownership Plan of Consumers Energy Company Notes to Financial Statements 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) USE OF ESTIMATES The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. INVESTMENTS As of January 3, 2003, Fidelity Investments became the trustee and recordkeeper for the Plan. After December 31, 2002, Consumers Energy Company ceased recordkeeping services for the Plan. As of the close of business on December 31, 2002, Comerica Bank of Detroit, Michigan ceased providing trustee services to the Plan and the Plan assets were transferred to Fidelity Investments. During 2004, the Plan's investments (including investments purchased and sold, as well as held, during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows: NET REALIZED AND UNREALIZED APPRECIATION IN FAIR VALUE OF INVESTMENTS ----- Mutual funds \$ 31,627,844 CMS Energy Corporation Common Stock 23,102,126 ----- \$ 54,729,970 =====

4. CONTINGENCY CMS Energy Corporation is a named defendant, along with Consumers Energy Company, CMS Marketing, Services and Trading Company and certain named and unnamed officers and directors, in two lawsuits brought as purported class actions on behalf of participants and beneficiaries of the Plan. The two cases, filed in July 2002 in the U.S. District Court for the Eastern District of Michigan, were consolidated by the trial judge and an amended consolidated complaint was filed. Plaintiffs allege breaches of fiduciary duties under ERISA and seek restitution on behalf of the Plan with respect to a decline in value of the shares of the CMS Energy Corporation Common Stock held in the Plan. Plaintiffs also seek other equitable relief and legal fees. In March 2004, the judge granted in part, but denied in part, CMS Energy Corporation's motion to dismiss the complaint. The judge has conditionally granted plaintiffs' motion for class certification. A trial date has not been set, but is expected to be no earlier than 7 Employees' Savings Plan and Employee Stock Ownership Plan of Consumers Energy Company Notes to Financial Statements 4. CONTINGENCY (CON'T) mid-2006. CMS Energy Corporation and Consumers Energy Company will defend themselves vigorously in this litigation but cannot predict its outcome.

5. INCOME TAX STATUS The Plan has received a determination letter from the Internal Revenue Service dated April 24, 2002, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

6. RISKS AND UNCERTAINTIES The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in statements of net assets available for benefits.

7. SUBSEQUENT EVENTS Effective March 28, 2005, the Company amended the savings portion of the Plan to reduce the amount paid out in a lump sum without the consent of the participant upon termination from \$5,000 to \$500 based on changes to the federal laws relating to treatment of de minimis distributions from a qualified plan and for administrative ease. Effective September 30, 2005, the matching employer contribution for union employees will increase from \$.50 for each \$1.00 contributed by a participant to \$.60 for each \$1.00 contributed by a participant. The maximum portion of the participant's eligible compensation eligible for the match remains at 6%.

8 Supplemental Schedule Employees' Savings Plan and Employee Stock Ownership Plan of Consumers Energy Company EIN: 38-0442310 Plan Number: 002 Schedule H, Line 4i -- Schedule of Assets (Held

at End of Year) December 31, 2004 CONTRACT DESCRIPTION OF INVESTMENT INCLUDING OR IDENTITY OF ISSUE, BORROWER, MATURITY DATE, RATE OF INTEREST, CURRENT LESSOR OR SIMILAR PARTY COLLATERAL, PAR OR MATURITY VALUE COST VALUE -----

----- New York Life Insurance Company 6.99% Matures 06/27/2005 \$ 14,600,920 Principal Mutual Life Insurance Company 6.00% Matures 02/14/2005 21,142,716 Principal Mutual Life Insurance Company 6.18% Matures 11/14/2006 12,448,283 Principal Mutual Life Insurance Company 6.28% Matures 05/14/2007 12,491,152 Principal Mutual Life Insurance Company 5.85% Matures 01/30/2008 11,818,858 The Prudential Mutual Life Insurance Company 5.40% Matures 11/15/2006 11,846,514 The Prudential Mutual Life Insurance Company 5.70% Matures 11/15/2007 17,933,246 Travelers Life and Annuity 6.45% Matures 05/12/2005 28,455,176 \* Fidelity Investments Fidelity Managed Income Portfolio II 41,291,721 Fidelity Dividend Growth 150,679,815 Fidelity Intermediate Bond Fund 6,203,158 Fidelity Low Price Stock Fund 10,999,072 Fidelity Diversified International Fund 24,500,289 Fidelity Small Cap Stock Fund 14,408,657 Fidelity Freedom Income Fund 1,329,472 Fidelity Freedom 2010 Fund 3,619,498 Fidelity Freedom 2020 Fund 2,678,603 Fidelity Freedom 2030 Fund 723,534 Fidelity Freedom 2040 Fund 409,553 Short Term Investments 12,658 \* CMS Energy Corporation Common Stock of CMS Energy Corporation 121,554,041 Comerica Bank, N.A. Comerica Small Cap Index Fund 2,633,789 Comerica Large Cap Growth Index Fund 12,155,574 Comerica Large Cap Value Index Fund 11,386,982 Comerica Midcap Index Fund 1,785,889 Comerica 500 Index Fund 14,394,383 Calamos Asset Management, Inc. Calamos Growth Fund 57,289,067 Berger Financial Group, LLC Janus Mid Cap Value Fund 8,105,451 \* Participant Loans Interest rate range: 3.00% to 8.75% with various maturity dates through 2019 22,891,867 ---- ----- \$ - \$639,789,938 ===== \* Party-in-interest. Note: Historical cost information is not shown as all investments are participant-directed.

SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized. EMPLOYEES' SAVINGS PLAN AND EMPLOYEE STOCK OWNERSHIP PLAN OF CONSUMERS ENERGY COMPANY By: /s/ John F. Drake

----- John F. Drake Plan Administrator and Senior Vice President of Human Resources and Administrative Services CMS Energy Corporation and Consumers Energy Company Dated: June 24, 2005

EXHIBITS Exhibit Number Description ----- (23) Consent of Independent Registered Public Accounting Firm