

Johnson Gregory N
Form 3
October 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Johnson Gregory N

(Last) (First) (Middle)

ADVANCE AUTO PARTS, INC., 5008 AIRPORT RD

(Street)

ROANOKE, VA 24012

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/12/2010

3. Issuer Name and Ticker or Trading Symbol

ADVANCE AUTO PARTS INC [AAP]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other (give title below) (specify below)

SVP, Genl Mgr - DIY & CMO

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,515 (1) (2) (3)

D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Right	Â (4)	05/26/2016	Common Stock	9,903	\$ 45.13	D	Â
Stock Appreciation Right	Â (5)	12/01/2016	Common Stock	5,490	\$ 40.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Gregory N ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE,Â VAÂ 24012	Â	Â	Â SVP, Genl Mgr - DIY & CMO	Â

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Gregory N.
Johnson

10/22/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 230 of the reported securities represent unrestricted common stock of the registrant.

704 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 5/26/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date and ending on 5/26/2012. The remaining

(2) 25% portion of the grant may vest on 5/26/2012, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.

581 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 12/01/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date and ending on 12/01/2012. The

(3) remaining 25% portion of the grant may vest on 3/01/2013, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.

The reported securities represents the 75% portion of a target equity award granted on 5/26/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date and ending on 5/26/2012. The remaining 25% portion of the

(4) grant may vest on 5/26/2012, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.

The reported securities represents the 75% portion of a target equity award granted on 12/01/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date and ending on 12/01/2012. The remaining 25% portion of the

(5) grant may vest on 3/01/2013, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.

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Remarks:

ThisÂ FormÂ 3Â wasÂ executedÂ byÂ RachelÂ E.Â GeiersbachÂ asÂ Attorney-in-FactÂ forÂ GregoryÂ N.Â JohnsonÂ pu

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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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