

ADVANCE AUTO PARTS INC
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
Tyson Charles E

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)
03/01/2016

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Merch, Mktg & Supply Chn

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2016		A		404 ⁽¹⁾	A	10,947
Common Stock	03/01/2016		A		5,788 ⁽²⁾	A	16,735
Common Stock	03/01/2016		F		2,065 ⁽³⁾	D	\$ 153.35 14,670
Common Stock	03/02/2016		M		2,123	A	\$ 40.38 16,793
Common Stock	03/02/2016		M		10,979	A	\$ 40.38 27,772

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Common Stock	03/02/2016	F	8,051 (4)	D	\$ 151.94 (5)	19,721	D
Common Stock	03/02/2016	S	1,976	D	\$ 152.05	17,745	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 73.17	03/01/2016		A	4,616 (1)	03/01/2016 12/03/2019	Common Stock
Stock Appreciation Rights	\$ 40.38	03/02/2016		M	2,123	03/01/2013 12/01/2016	Common Stock
Stock Appreciation Rights	\$ 40.38	03/02/2016		M	10,979	(6) 12/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyson Charles E ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			EVP, Merch, Mktg & Supply Chn	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Charles E.
Tyson

03/03/2016

__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 December 3, 2012 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. On March 1, 2016 the registrant's Compensation Committee determined that these performance conditions had been achieved at a level providing for a payout of 109% of the target award. The reported amount of common stock and stock appreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.

On March 1, 2013 and May 28, 2013, the reporting person received equity awards which were subject to achieving certain predetermined financial performance targets subject to certification by the registrant's Compensation Committee. On March 1, 2016, the registrant's

(2) Compensation Committee determined that these performance conditions had been achieved at a level providing for a payout of 100% of the target award.

(3) Represents shares withheld to satisfy a tax withholding obligation upon the vesting of performance restricted stock units.

(4) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the exercise of Stock Appreciation Rights.

The price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$151.93 to \$151.99. The Reporting Person has provided to the Issuer, and undertakes to provide 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.

(6) These shares became exercisable in three 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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