

Freeland Kevin P
Form 4
March 05, 2013

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 *
Freeland Kevin P

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)
03/01/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

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)
				(A) or (D)	Price		
Common Stock	03/01/2013		A	1,319 (1)	\$ 19,874	D	
Common Stock	03/01/2013		A	520 (2)	\$ 20,394	D	
Common Stock	03/01/2013		F	657 (3)	\$ 76.37	D	

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

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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)	Amount or Number of Shares
Stock Appreciation Rights	\$ 40.38	03/01/2013		A	12,474 (1)	03/01/2013 12/01/2016	Common Stock	12,474
Stock Appreciation Rights	\$ 49.55	03/01/2013		A	4,889 (2)	05/24/2013 05/24/2017	Common Stock	4,889

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeland Kevin P ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			Chief Operating Officer	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Kevin P. Freeland
03/05/2013

**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 1, 2009 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 Committee.
- (1) On March 1, 2013 the registrant's Compensation Committee determined that these performance conditions had been achieved at a level providing for a payout of 104.4% 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.
 - (2) As previously reported, on May 24, 2010 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 Committee. On March 1, 2013 the registrant's Compensation Committee determined that these performance conditions had been achieved at a level

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providing for a payout of 104.4% of the target award. The reported amount of common stock and stock appreciation rights (SARs) will vest on May 24, 2013.

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

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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