

Hanley Walter P
Form 4
May 17, 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 *
Hanley Walter P

(Last) (First) (Middle)

C/O LKQ CORPORATION, 500
WEST MADISON STREET, SUITE
2800

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LKQ CORP [LKQ]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2013

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)
Senior VP - Development

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 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)			
			Code	V	Amount or Price (A) or (D)					
Common Stock	05/16/2013		M		50,000	A	\$ 9.5675	289,137	D	
Common Stock	05/16/2013		M		40,000	A	\$ 5.9775	329,137	D	
Common Stock	05/16/2013		M		48,000	A	\$ 9.9825	377,137	D	
Common Stock	05/16/2013		S		138,000	D	\$ 25.225	239,137	D	
							<u>(1)</u>	19,403	I	By Wife

Common
Stock

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) (01/11/2008 grant)	\$ 9.5675	05/16/2013		M	50,000	(2) 01/11/2018	Common Stock 50,000
Stock Option (right to buy) (01/9/2009 grant)	\$ 5.9775	05/16/2013		M	40,000	(2) 01/09/2019	Common Stock 40,000
Stock Option (right to buy) (01/8/2010 grant)	\$ 9.9825	05/16/2013		M	48,000	(2) 01/08/2020	Common Stock 48,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Senior VP - Development

Hanley Walter P
C/O LKQ CORPORATION
500 WEST MADISON STREET, SUITE 2800
CHICAGO, IL 60661

Signatures

/s/ Victor M. Casini,
Attorney-in-fact

05/17/2013

__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).

The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$25.01 to \$25.44.

(1) The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

(2) The option is exercisable with respect to 10% of the number of shares subject to the option on each six month anniversary of the grant.

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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