#### JACKSON DARREN R

Form 4

March 07, 2012

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* JACKSON DARREN R

(First)

ADVANCE AUTO PARTS,

2. Issuer Name and Ticker or Trading Symbol

ADVANCE AUTO PARTS INC [AAP]

(Month/Day/Year)

3. Date of Earliest Transaction

03/06/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify below)

President and CEO

INC., 5008 AIRPORT RD (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ROANOKE, VA 24012

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/06/2012		M	6,250	A	\$ 39.65	202,787	D	
Common Stock	03/06/2012		M	56,595 (1)	A	\$ 25.81	259,382	D	
Common Stock	03/06/2012		F	34,535 (2)	D	\$ 85.99	224,847	D	
Common Stock	03/06/2012		M	169,782 (1)	A	\$ 25.81	394,629	D	
Common Stock	03/06/2012		F	103,600 (2)	D	\$ 85.99	291,029	D	

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Common Stock S 4,464 D 86.02 286,565 D

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

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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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Stock Option (right to buy)	\$ 39.65	03/06/2012		M	6,250	<u>(4)</u>	05/23/2012	Common Stock	6,2
Stock Appreciation Right	\$ 25.81	03/06/2012		M	56,595 (1)	<u>(5)</u>	11/17/2015	Common Stock	56,:
Stock Appreciation Right	\$ 25.81	03/06/2012		M	169,782 (1)	(5)	11/17/2015	Common Stock	169,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
JACKSON DARREN R ADVANCE AUTO PARTS, INC.						
5008 AIRPORT RD	X President and CEO					
ROANOKE, VA 24012						

### **Signatures**

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Darren R.

Jackson

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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### **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).
- Represents the exercise by Mr. Jackson of all his stock appreciation rights scheduled to expire on November 17, 2015, consistent with Mr. Jackson's regular practice. Following this transaction, Mr. Jackson retains a substantial ownership commitment in both beneficially
- owned stock and vested employee stock options and SARs, and he continues to satisfy the Company's stock ownership guidelines for executive officers.
- (2) Represents shares withheld to satisfy exercise price and tax withholding obligation upon the exercise of stock appreciation rights (SARs).
  - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.02 to \$86.04. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of
- (3) to \$86.04. The Reporting Person has provided to the Issuer, and undertakes to provide to 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.
- (4) These shares became exercisable in three equal annual installments beginning on May 23, 2006.
- (5) These shares became exercisable in three equal annual installments beginning on November 17, 2009.

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.