ADVANCE AUTO PARTS INC

Form 4 May 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * CASTELLANI LAWRENCE P

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

ADVANCE AUTO PARTS INC

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title below)

10% Owner Other (specify

C/O ADVANCE AUTO PARTS, INC., 5673 AIRPORT ROAD

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/23/2005

[AAP]

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

ROANOKE, VA 24012

(City)

(Chij)	(State)	Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	, , ,		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	, ,	
Common Stock	05/23/2005		M	100,000	A	\$ 10	0	D	
Common Stock	05/23/2005		M	1,100	A	\$ 10.5	0	D	
Common Stock	05/23/2005		S	101,100	D	\$ 59.52	19,086	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)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)) or (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10	05/23/2005		M	100	0,000	<u>(1)</u>	02/01/2007	Common Stock	100,000
Stock Option (right to buy)	\$ 10.5	05/23/2005		M	1,1	100	(2)	04/05/2008	Common Stock	1,100

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

CASTELLANI LAWRENCE P C/O ADVANCE AUTO PARTS, INC. 5673 AIRPORT ROAD

X

ROANOKE, VA 24012

Signatures

/s/ Eric M. Margolin, as Attorney-in-Fact for Lawrence P. 05/25/2005 Castellani

> **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).
- (1) This option became exercisable in approximately three equal annual installments beginning on February 1, 2001.
- (2) This option became exercisable in approximately three equal annual installments beginning on April 5, 2002.

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.

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