Livesay Jill A Form 4 March 05, 2013

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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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * Livesay Jill A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ADVANCE AUTO PARTS INC [AAP]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Zip)

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

03/01/2013

X_ Officer (give title below)

10% Owner Other (specify

ADVANCE AUTO PARTS,

Director

SVP, Controller

INC., 5008 AIRPORT RD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROANOKE, VA 24012

(City)

| | | Table 1 Non Berryadive Securities Required, Disposed 61, 61 Beneficially 6 when | | | | | | | |
|------------------------|--------------------------------------|---|------------------|---------------------|--------|-------------|---|---------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securiti | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | (Minima Buly 1 var) | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership |
| | | (Month/Day/Teat) | (msu. o) | | (A) or | | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Insuite und 1) | | |
| Common Stock | 03/01/2013 | | A | 195 (1) | A | <u>(1)</u> | 20,221 | D | |
| Common Stock | 03/01/2013 | | F | 65 (2) | D | \$ 76.37 | 20,156 | 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. Transact Code (Instr. 8) | 5. Number tion of Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, 4 | of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|--------------------------------------|---|-----|--|--------------------|---|---------------------------------------|
| | | | | Code V | and 5) V (A) | (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shares |
| Stock Appreciation Rights | \$ 40.38 | 03/01/2013 | | A | 1,850 (1) | | 03/01/2013 | 12/01/2016 | Common Stock | 1,850 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Livesay Jill A ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012

SVP, Controller

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jill A. Livesay

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
- (1) Committee. 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 106.6% of the target award. The reported amount of common stock and stock apreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.
- (2) Represents shares withheld to satisfy a tax withholding obligation upon the vesting of restricted stock.

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