

ADVANCE AUTO PARTS INC

Form 4

March 03, 2016

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carter William Harrison

(Last) (First) (Middle)

ADVANCE AUTO PARTS,
INC, 5008 AIRPORT RD

(Street)

ROANOKE, VA 24012

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ADVANCE AUTO PARTS INC
[AAP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, Bus Dev & Integration

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	03/01/2016		A	288 ⁽¹⁾	A <u>11</u>	6,944	D
Common Stock	03/01/2016		A	4,700 ⁽²⁾	A <u>21</u>	11,644	D
Common Stock	03/01/2016		F	1,669 ⁽³⁾	D \$ 153.35	9,975	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 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)
Stock Appreciation Rights	\$ 73.17	03/01/2016		A	3,299 (1)	03/01/2016 12/03/2019	Common Stock 3,299

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carter William Harrison ADVANCE AUTO PARTS, INC 5008 AIRPORT RD ROANOKE, VA 24012	SVP, Bus Dev & Integration

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for William H. Carter

03/03/2016

__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 3, 2012 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, 2016 the registrant's Compensation Committee determined that these performance conditions had been achieved at a level providing for a payout of 109% 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) On March 1, 2013 and February 10, 2014, the reporting person received equity awards which were subject to achieving certain predetermined financial performance targets subject to certification by the registrant's Compensation Committee. On March 1, 2016, the registrant's Compensation Committee determined that these performance conditions had been achieved at a level providing for a payout of 100% of the target award.

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

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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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