#### Edgar Filing: GENUINE PARTS CO - Form 5

**GENUINE PARTS CO** Form 5 February 06, 2015 FORM 5

Check this box if

no longer subject

Form 4 or Form

to Section 16.

5 obligations

may continue. See Instruction

1(b).

Reported

FAYARD GARY P

Form 4 Transactions Reported

#### OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 January 31, Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per **OWNERSHIP OF SECURITIES** response... 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1. Name and Address of Reporting Person <sup>\*</sup> 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Symbol **GENUINE PARTS CO [GPC]** (Check all applicable)

(First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) \_X\_ Director 10% Owner \_Officer (give title \_ Other (specify 12/31/2014 below) below) ONE COCA COLA PLAZA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

### ATLANTA, GAÂ 30313

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

(check applicable line)

(City)	(State)	(Zip) 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		(Instr.
	Derivative				Securities			

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	Security	Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	422	Â

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
I B	Director	10% Owner	Officer	Other		
FAYARD GARY P ONE COCA COLA PLAZA ATLANTA, GA 30313	ÂX	Â	Â	Â		
Signatures						
David A. Haskett Attorney in Fact	0	2/06/2015				

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Security converts to Common Stock on a one for one basis.

(2) Exercisable and expiration date is equal to effective retirement date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.