## Edgar Filing: GENUINE PARTS CO - Form 4

| GENUINE<br>Form 4<br>April 28, 20  | PARTS CO<br>)16                         |  |  |  |  |   |  | PPROVAL   |             |
|--|---|--|--|--|--|---|--|---|-------------|
| FORN<br>Check t<br>if no lon<br>subject  | his box<br>nger<br>to <b>STATEN</b>     | UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  |  |  |  |   |  |   | 7<br>,<br>5 |
| Section<br>Form 4<br>Form 5<br>obligati<br>may con<br><i>See</i> Inst<br>1(b). | or<br>Filed pur<br>ons<br>ntinue.       | SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |  |  |  |   |  |   |             |
| (Print or Type   | Responses)                              |  |  |  |  |   |  |   |             |
|  | Address of Reporting<br>MILK ROBERT (   | C JR Syml  | suer Name <b>an</b><br>ol<br>IUINE PAF               |  | -                                      | 5. Relationship o<br>Issuer   | of Reporting Per   | rson(s) to  |             |
| (Last)   | (First) (                               |  | te of Earliest                                       | -  | 10]                                    | (Check all applicable)  |  |   |             |
| 309 E PACES FERRY ROAD NE  |   |  | th/Day/Year)<br>7/2016                               | Tunsaction   |  | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)  |  |   |             |
|  |   |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |   |             |
| ATLANTA  | A, GA 30305                             |  |  |  |  | Form filed by<br>Person   | More than One R  | eporting  |             |
| (City)   | (State)                                 | (Zip)  | Table I - Non-                                       | Derivative S                                       | Securities A                           | cquired, Disposed   | of, or Beneficia   | lly Owned   |             |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>any<br>(Month/Day/Yea   | Code<br>r) (Instr. 8)                                | TransactionAcquired (A) or<br>Code Disposed of (D) |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                      | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |             |
| Demin 1 D  |   | fan an h   |  |  |  |   |  |   |             |
| Keminder: Re   | port on a separate line                 | e for each class of  | securities bene                                      | Person<br>inform<br>require                        | is who res<br>ation cont<br>ed to resp | or indirectly.<br>spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co                                   | n are not<br>rm  | SEC 1474<br>(9-02)  |             |

 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. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Date         | Underlying Securities  | Derivative  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/Year)        | (Instr. 3 and 4)       | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                       |                        | (Instr. 5)  |

number.

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|                   | Derivative<br>Security |            |      | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                     |                    |                 |  |       |
|-------------------|------------------------|------------|------|---|-----|-----|---------------------|--------------------|-----------------|--|-------|
|                   |                        |            | Code | V   | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |       |
| Phantom<br>Shares | \$ 0 <u>(1)</u>        | 04/27/2016 | А    |   | 15  |     | (2)                 | (2)                | Common<br>Stock | 15                                     | \$ 98 |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| LOUDERMILK ROBERT C JR<br>309 E PACES FERRY ROAD NE<br>ATLANTA, GA 30305 | Х             |           |         |       |  |  |  |
| Signatures   |               |           |         |       |  |  |  |
| David A. Haskett Attorney in Fact  | 04/28/2016    |           |         |       |  |  |  |
| **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).
- (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 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.