

ADVANCE AUTO PARTS INC
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Independent Business

ADVANCE AUTO PARTS, INC, 5008 AIRPORT RD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ROANOKE, VA 24012

(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) | 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 | 03/01/2017 | | A | 671 ⁽¹⁾ A | \$ 156.68 | 9,826 | 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)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights | \$ 107.93 | 03/01/2017 | | A | 598 (2) | 03/01/2017 12/12/2020 | Common Stock | 598 |
| Stock Appreciation Rights | \$ 123.32 | 03/01/2017 | | A | 204 (3) | 03/01/2017 02/10/2021 | Common Stock | 204 |

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, Independent Business | |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for William H. Carter 03/03/2017

**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).
- The reported amount of time-based restricted stock units (RSUs) along with performance-based RSUs not reported on this Form 4, collectively, represent 30% and 70% portions, respectively, of a target equity award. The time-based RSUs are subject to time vesting in three approximately equal annual installments beginning one year from the grant date. The performance-based RSUs may vest on the
- (1) third anniversary of the grant date, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based RSUs up to a maximum of an additional 200% of the target level grant of performance-based RSUs.
 - (2) As previously reported, on December 12, 2013, the reporting person received an equity award, a portion of which was subject to the registrant achieving certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. Effective March 1, 2017 it was determined that these performance conditions had been achieved for a payout of 17.5% of the performance award. The reported amount of stock appreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.

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As previously reported, on February 10, 2014, the reporting person received an equity award, a portion of which was subject to the registrant achieving certain predetermined financial performance targets, subject to certification by the registrant's Compensation

- (3) Committee. Effective March 1, 2017 it was determined that these performance conditions had been achieved for a payout of 17.5% of the performance award. The reported amount of stock appreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.

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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