

Livesay Jill A
Form 4
December 05, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Livesay Jill A

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)
12/01/2011

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	12/01/2011		F	88 ⁽¹⁾	D \$ 68.75	18,730	D
Common Stock	12/01/2011		A	355 ⁽²⁾	A 2	19,085	D
Common Stock	12/05/2011		M	5,000	A \$ 33.37	24,085	D
Common Stock	12/05/2011		M	21,000	A \$ 40.45	45,085	D
Common Stock	12/05/2011		S	26,000	D \$ 70	19,085	D

Edgar Filing: Livesay Jill A - Form 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 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Right	\$ 68.75	12/01/2011		A		3,663 (2)		(2)	12/01/2018	Common Stock	3
Stock Option (right to buy)	\$ 33.37	12/05/2011		M		5,000		(3)	02/22/2012	Common Stock	5
Stock Option (right to buy)	\$ 40.45	12/05/2011		M		21,000		(4)	02/21/2013	Common Stock	21

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

12/05/2011

__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) Represents shares withheld to satisfy a tax withholding obligation upon the vesting of restricted stock.
 - (2) The reported amount of restricted stock and stock appreciation rights (SARs), collectively, represents the 75% portion of a target equity award that is subject to time vesting in three equal annual installments beginning one year from the grant date. The remaining 25% of the target equity award may vest on March 1, 2015, if the registrant achieves certain pre-determined financial performance targets, subject to

Edgar Filing: Livesay Jill A - Form 4

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 shares and SARs up to a maximum of an additional 100% of the target award level.

(3) These shares became exercisable in three equal annual installments beginning on February 22, 2006.

(4) These shares became exercisable in three equal annual installments beginning on February 21, 2007.

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.