

WADE JIMMIE L
Form 4
March 05, 2012

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 *
WADE JIMMIE L

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)
03/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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)		
			Code	V	Amount or Price				
Common Stock	03/01/2012		A		4,722 (1)	A	48,265	D	
Common Stock	03/01/2012		F		1,249 (2)	D	\$ 85.98	47,016	D
Common Stock	03/02/2012		M		47,982	A	\$ 25.81	94,998	D
Common Stock	03/02/2012		F		26,585 (3)	D	\$ 86.54	68,413	D
Common Stock	03/02/2012		M		66,021	A	\$ 38.03	134,434	D

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Common Stock	03/02/2012	F	42,096 (3)	D	\$ 86.54	92,338	D
Common Stock	03/02/2012	S	45,319	D	\$ 86.28 (4)	47,019	D
Common Stock	03/05/2012	S	3,476	D	\$ 86.57 (5)	43,543	D

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

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(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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 25.81	03/01/2012		A	47,982 (1)	03/01/2012	11/17/2015			Common Stock	
Stock Appreciation Rights	\$ 25.81	03/02/2012		M		03/01/2012	11/17/2015	47,982		Common Stock	
Stock Appreciation Rights	\$ 38.03	03/02/2012		M				66,021	(6)	02/20/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADE JIMMIE L ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	X			

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jimmie L.
Wade

03/05/2012

__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 November 17, 2008, 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

- (1) Committee. Effective March 1, 2012 it was determined that these performance conditions had been achieved at the maximum level. The reported amount of common stock and stock appreciation rights (SARs) are fully vested and collectively represent the maximum vesting level under this award.
- (2) Represents shares withheld to satisfy a tax withholding obligation upon the vesting of restricted stock.
- (3) Represents share withheld to satisfy exercise price and tax withholding obligations upon the exercise of SARs.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.95 to \$86.53. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.55 to \$86.60. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) These shares became exercisable in three equal annual installments beginning on February 20, 2008.

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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