

ADVANCE AUTO PARTS INC
Form 4
March 03, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tyson Charles E

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)
ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Merch, Mktg & Supply Chn

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 107.93	03/01/2017	A		1,811 <u>(1)</u>		03/01/2017	12/12/2020	Common Stock	1,811
Stock Appreciation Rights	\$ 123.32	03/01/2017	A		308 <u>(2)</u>		03/01/2017	02/10/2021	Common Stock	308

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tyson Charles E ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	EVP, Merch, Mktg & Supply Chn

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Charles E. Tyson
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).

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.

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 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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