

ADVANCE AUTO PARTS INC
 Form 4
 February 12, 2014

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 *
 Powell Sarah 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, General Counsel & Sec

(Last) (First) (Middle)
 ADVANCE AUTO PARTS,
 INC., 5008 AIRPORT RD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/10/2014

ROANOKE, VA 24012

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/10/2014		M		1,365	A	\$ 45.13 7,925	D
Common Stock	02/10/2014		F		782 ⁽¹⁾	D	\$ 123.51 7,143	D
Common Stock	02/10/2014		M		1,820	A	\$ 45.13 8,963	D
Common Stock	02/10/2014		F		1,049 ⁽¹⁾	D	\$ 123.51 7,914	D
Common Stock	02/10/2014		M		2,745	A	\$ 40.38 10,659	D

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Common Stock	02/10/2014	F	<u>1,510</u> ⁽¹⁾	D	\$ 123.51	9,149	D
Common Stock	02/10/2014	S	2,989	D	\$ <u>123.52</u> ⁽²⁾	6,160	D
Common Stock	02/11/2014	M	1,820	A	\$ 45.13	7,980	D
Common Stock	02/11/2014	F	<u>1,045</u> ⁽¹⁾	D	\$ 124.5	6,935	D
Common Stock	02/11/2014	M	1,366	A	\$ 45.13	8,301	D
Common Stock	02/11/2014	F	785 ⁽¹⁾	D	\$ 124.5	7,516	D
Common Stock	02/11/2014	M	2,745	A	\$ 40.38	10,261	D
Common Stock	02/11/2014	F	<u>1,505</u> ⁽¹⁾	D	\$ 124.5	8,756	D
Common Stock	02/11/2014	<u>S</u> ⁽³⁾	2,996	D	\$ 124.5	5,760	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 45.13	02/10/2014		M	1,365	<u>(4)</u>	05/26/2016	Common Stock	1,365
	\$ 45.13	02/10/2014		M	1,820	05/26/2012	05/26/2016		1,820

Stock Appreciation Rights								Common Stock	
Stock Appreciation Rights	\$ 40.38	02/10/2014	M	2,745	<u>(5)</u>	12/01/2016		Common Stock	2,744
Stock Appreciation Rights	\$ 45.13	02/11/2014	M	1,820	05/26/2012	05/26/2016		Common Stock	1,820
Stock Appreciation Rights	\$ 45.13	02/11/2014	M	1,366	<u>(4)</u>	05/26/2016		Common Stock	1,366
Stock Appreciation Rights	\$ 40.38	02/11/2014	M	2,745	<u>(5)</u>	12/01/2016		Common Stock	2,744

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell Sarah E ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			SVP, General Counsel & Sec	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Sarah E. Powell

02/12/2014

__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 exercise price and tax withholding obligations upon the exercise of Stock Appreciation Rights.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.51 to \$123.55. 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.
- (2) Consistent with Ms. Powell's regular diversification practice. Following this transaction, Ms. Powell retains a substantial ownership commitment in beneficially owned stock and vested employee SARs, and she continues to more than satisfy the Company's stock ownership guidelines for executive officers.
- (3) These shares became exercisable in three approximately equal annual installments beginning on May 26, 2010.
- (4) These shares became exercisable in three approximately equal annual installments beginning on December 1, 2010.

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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