Tyson Charles E Form 4 March 05, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 * Tyson Charles E

2. Issuer Name and Ticker or Trading Symbol

ADVANCE AUTO PARTS INC

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

03/02/2012

[AAP]

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

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

ADVANCE AUTO PARTS, INC., 5008 AIRPORT RD

03/01/2012

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

SVP, Merchandising

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

4,457

86.38

ROANOKE, VA 24012

Common

Stock

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2012		A	3,244 (1)	A	<u>(1)</u>	7,878	D	
Common Stock	03/01/2012		F	1,021 (2)	D	\$ 85.98	6,857	D	
Common Stock	03/02/2012		M	27,000	A	\$ 25.81	33,857	D	
Common Stock	03/02/2012		F	15,231 (4)	D	\$ 86.48	18,626	D	

S

14,169 D

Edgar Filing: Tyson Charles E - Form 4

(3)

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)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number of bDerivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right	\$ 25.81	03/01/2012		A	32,972 (1)	03/01/2012	11/17/2015	Common Stock	32,9
Stock Appreciation Right	\$ 25.81	03/02/2012		M	27,000	03/01/2012	11/17/2015	Common Stock	27,0

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

SVP, Merchandising

Signatures

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

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).

(1)

Reporting Owners 2

Edgar Filing: Tyson Charles E - Form 4

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 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.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.25 to \$86.64. 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.
- (4) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the exercise of SARs.

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.