

ADVANCE AUTO PARTS INC
Form 4
February 22, 2007

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 *
MARGOLIN ERIC M

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)
02/20/2007

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/20/2007 | | M | | | 11,001 | A | \$ 13.46 | 0 | D | |
| Common Stock | 02/20/2007 | | M | | | 12,000 | A | \$ 26.21 | 0 | D | |
| Common Stock | 02/20/2007 | | M | | | 11,000 | A | \$ 33.37 | 0 | D | |
| Common Stock | 02/20/2007 | | S | | | 34,001 | D | \$ 38.03 | 33,882 | D | |
| Common Stock | 02/20/2007 | | A | | | 2,038 | A | \$ 0 ⁽¹⁾ | 35,920 | D | |

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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 Option (right to buy) | \$ 13.46 | 02/20/2007 | | M | 11,001 | <u>(2)</u> 02/18/2010 | Common Stock |
| Stock Option (right to buy) | \$ 26.21 | 02/20/2007 | | M | 12,000 | <u>(3)</u> 02/23/2011 | Common Stock |
| Stock Option (right to buy) | \$ 33.37 | 02/20/2007 | | M | 11,000 | <u>(4)</u> 02/22/2012 | Common Stock |
| Stock Appreciation Right | \$ 38.03 | 02/20/2007 | | A | 20,467 | <u>(5)</u> 02/20/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARGOLIN ERIC M ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012 | | | SVP, General Counsel & Sec | |

Signatures

/s/ Eric M. Margolin
Date: 02/22/2007

**Signature of Reporting Person

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).

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- (1) These shares of restricted common stock were awarded under the Advance Auto Parts, Inc. Long Term Incentive Plan and will vest on February 20, 2010.
- (2) These options became exercisable in three approximately equal annual installments beginning on February 18, 2004.
- (3) These options became exercisable in three approximately equal annual installments beginning on February 23, 2005.
- (4) These options became exercisable in three approximately equal annual installments beginning on February 22, 2006.
- (5) These stock appreciation rights become exercisable in three approximately 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. 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.