

ADVANCE AUTO PARTS INC
Form 4
May 28, 2008

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)
05/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Cust Development Comm

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/20/2008		M	40,000	A \$ 13.46	86,984	D
Common Stock	05/20/2008		M	25,000	A \$ 24.34	111,984	D
Common Stock	05/20/2008		S	26,400	D \$ 38.75	85,584	D
Common Stock	05/20/2008		S	700	D \$ 38.76	84,884	D
Common Stock	05/20/2008		S	100	D \$ 38.78	84,784	D

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Common Stock	05/20/2008	S	100	D	\$ 38.79	84,684	D
Common Stock	05/20/2008	S	300	D	\$ 38.8	84,384	D
Common Stock	05/20/2008	S	1,000	D	\$ 38.82	83,384	D
Common Stock	05/20/2008	S	2,500	D	\$ 38.84	80,884	D
Common Stock	05/20/2008	S	100	D	\$ 38.85	80,784	D
Common Stock	05/20/2008	S	900	D	\$ 38.86	79,884	D
Common Stock	05/20/2008	S	200	D	\$ 38.87	79,684	D
Common Stock	05/20/2008	S	300	D	\$ 38.88	79,384	D
Common Stock	05/20/2008	S	1,300	D	\$ 38.89	78,084	D
Common Stock	05/20/2008	S	900	D	\$ 38.9	77,184	D
Common Stock	05/20/2008	S	100	D	\$ 38.91	77,084	D
Common Stock	05/20/2008	S	300	D	\$ 38.92	76,784	D
Common Stock	05/20/2008	S	200	D	\$ 38.93	76,584	D
Common Stock	05/20/2008	S	1,200	D	\$ 38.94	75,384	D
Common Stock	05/20/2008	S	600	D	\$ 38.95	74,784	D
Common Stock	05/20/2008	S	100	D	\$ 38.97	74,684	D
Common Stock	05/20/2008	S	900	D	\$ 38.98	73,784	D
Common Stock	05/20/2008	S	600	D	\$ 39	73,184	D
Common Stock	05/20/2008	S	800	D	\$ 39.01	72,384	D
Common Stock	05/20/2008	S	200	D	\$ 39.02	72,184	D
	05/20/2008	S	200	D		71,984	D

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Common Stock						\$ 39.03	
Common Stock	05/20/2008		S	23,186	D	\$ 38.75	48,798 D
Common Stock	05/20/2008		S	514	D	\$ 38.76	48,284 D
Common Stock	05/20/2008		S	1,300	D	\$ 38.78	46,984 D

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

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 13.46	05/20/2008		M	40,000	<u>(1)</u> 02/18/2010	Common Stock	40,000
Stock Option (right to buy)	\$ 24.34	05/20/2008		M	25,000	<u>(2)</u> 08/18/2010	Common Stock	25,000

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			EVP, Cust Development Comm	

Signatures

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

05/28/2008

__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) These shares became exercisable in three equal annual installments beginning on February 18, 2004.
 - (2) These shares became exercisable in three equal annual installments beginning on August 18, 2004.

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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