

Schumacher Kurt R
Form 4
February 19, 2013

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 *
Schumacher Kurt R

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, National Field Operations

(Last) (First) (Middle)

ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2013

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/15/2013		M	3,500 A \$ 25.81	12,206	D	
Common Stock	02/15/2013		F	1,826 (1) D \$ 79.04	10,380	D	
Common Stock	02/15/2013		M	133 A \$ 33.8	10,513	D	
Common Stock	02/15/2013		F	82 (1) D \$ 79	10,431	D	
Common Stock	02/15/2013		S	2,014 D \$ 79.05	8,417	D	

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(2)

Common Stock	02/15/2013	A	2 ⁽³⁾	A	\$ 79	8,419	D
Common Stock	02/19/2013	M	3,388	A	\$ 25.81	11,807	D
Common Stock	02/19/2013	F	1,707 ⁽¹⁾	D	\$ 81.42	10,100	D
Common Stock	02/19/2013	S	1,681	D	\$ 81.39	8,419	D

(4)

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	\$ 25.81	02/15/2013		M	3,500	03/01/2012	11/17/2015	Common Stock	3,500
Stock Appreciation Rights	\$ 33.8	02/15/2013		M	133	⁽⁵⁾	02/19/2015	Common Stock	133
Stock Appreciation Rights	\$ 25.81	02/19/2013		M	3,388	03/01/2012	11/17/2015	Common Stock	3,388

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Schumacher Kurt R
ADVANCE AUTO PARTS, INC.
5008 AIRPORT RD
ROANOKE, VA 24012

SVP, National Field Operations

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Kurt R.
Schumacher

02/19/2013

__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 \$78.99 to \$79.06. 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) These shares of the issuer's common stock were acquired pursuant to a salary deferral feature of the Advance Auto Parts, Inc. Deferred Stock Unit Plan for Non-Employee Directors and Selected Executives.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.38 to \$81.42. 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.
- (3) These shares became exercisable in three approximately equal annual installments beginning on February 19, 2009.

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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