

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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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.

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.

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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 (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 Security (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

