

Stevens William J  
 Form 3  
 February 24, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Stevens William J		(Month/Day/Year)	GENUINE PARTS CO [GPC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/21/2012		
2999 CIRCLE 75 PKWY			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
ATLANTA, GA 30339			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Executive Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	56,310 <sup>(1)</sup>	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of	Security	

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy)	08/19/2003	08/19/2012	Common Stock	70,000	\$ 32.04	D	Â
Stock Appreciation Right <sup>(2)</sup>	04/19/2005	04/19/2014	Common Stock	30,000	\$ 36.58	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	04/19/2005	04/19/2014	Common Stock	30,000	\$ 36.58	D	Â
Stock Appreciation Right <sup>(2)</sup>	03/14/2006	03/14/2015	Common Stock	30,000	\$ 43.93	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	03/14/2006	03/14/2015	Common Stock	30,000	\$ 43.93	D	Â
Stock Appreciation Right <sup>(2)</sup>	03/27/2007	03/27/2016	Common Stock	30,000	\$ 44.2	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	03/27/2007	03/27/2016	Common Stock	30,000	\$ 44.2	D	Â
Stock Appreciation Right <sup>(2)</sup>	03/27/2008	03/27/2017	Common Stock	30,000	\$ 49.16	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	03/27/2008	03/27/2017	Common Stock	30,000	\$ 49.16	D	Â
Stock Appreciation Right <sup>(2)</sup>	04/01/2009	04/01/2018	Common Stock	34,500	\$ 41.66	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	04/01/2009	04/01/2018	Common Stock	34,500	\$ 41.66	D	Â
Stock Appreciation Right <sup>(2)</sup>	04/01/2011 <sup>(3)</sup>	04/01/2020	Common Stock	20,000	\$ 42.66	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	04/01/2011 <sup>(3)</sup>	04/01/2020	Common Stock	20,000	\$ 42.66	D	Â
Stock Appreciation Right <sup>(2)</sup>	04/01/2012 <sup>(3)</sup>	04/01/2021	Common Stock	20,000	\$ 54.09	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	04/01/2012 <sup>(3)</sup>	04/01/2021	Common Stock	20,000	\$ 54.09	D	Â
Restricted Stock Units	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	3,137	\$ <sup>(5)</sup>	D	Â
Restricted Stock Units	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	4,750	\$ <sup>(5)</sup>	D	Â
Restricted Stock Units	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	4,750	\$ <sup>(5)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens William J 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Â	Â	Â Executive Vice President	Â

## Signatures

William J. Stevens 02/24/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 2,359 shares acquired through Genuine Partnership Plan (401-K)
- (2) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.
- (3) The stock appreciation rights vest 1/3 per year beginning on the first anniversary of the grant date provided the reporting person is still employed on those dates, subject to earlier vesting in certain events.
- (4) The restricted stock units will vest and convert to shares of common stock on December 31, 2012 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.
- (5) Each restricted stock unit represents a contingent right to receive one share of GPC common stock at a future date.
- (6) The restricted stock units will vest and convert to shares of common stock on December 31, 2014 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.
- (7) The restricted stock units will vest and convert to shares of common stock on December 31, 2015 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

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.