

ADVANCE AUTO PARTS INC

Form 4

March 14, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tyson Charles 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)

(Last) (First) (Middle)

ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, Merch, Mktg & Supply Chn

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/10/2017		M		4,616	A	\$ 73.17	21,948	D
Common Stock	03/10/2017		M		1,649	A	\$ 83.63	23,597	D
Common Stock	03/10/2017		M		1,811	A	\$ 107.93	25,408	D
Common Stock	03/10/2017		M		308	A	\$ 123.32	25,716	D
Common Stock	03/10/2017		M		10,260	A	\$ 73.17	35,976	D

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Common Stock	03/10/2017	M	3,666	A	\$ 83.63	39,642	D
Common Stock	03/10/2017	F	<u>15,677</u> (1)	D	<u>\$ 154.9</u> (2)	23,965	D
Common Stock	03/10/2017	S	2,400	D	<u>\$ 155.02</u> (3)	21,565	D
Common Stock	03/13/2017	S	12,811	D	<u>\$ 153.13</u> (4)	8,754	D
Common Stock	03/13/2017	S	3,733	D	<u>\$ 153.6</u> (5)	5,021	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights	\$ 73.17	03/10/2017		M	4,616	03/01/2016 12/03/2019	Common Stock 4,616
Common Stock	\$ 83.63	03/10/2017		M	1,649	05/28/2016 05/28/2020	Common Stock 1,649
Stock Appreciation Rights	\$ 107.93	03/10/2017		M	1,811	03/01/2017 12/12/2020	Common Stock 1,811
Stock Appreciation Rights	\$ 123.32	03/10/2017		M	308	03/01/2017 02/10/2021	Common Stock 308
Stock Appreciation	\$ 73.17	03/10/2017		M	10,260	<u>(6)</u> 12/03/2019	Common Stock 10,260

Right

Stock

Appreciation	\$ 83.63	03/10/2017	M	3,666	<u>(7)</u>	05/28/2020	Common Stock	3,6
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Rights

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyson Charles E ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			EVP, Merch, Mktg & Supply Chn	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Charles E. Tyson

03/14/2017

**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.

(2) The price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$154.85 to \$155.02. The Reporting Person has provided to the Issuer, and undertakes to provide 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.02 to \$155.03. The Reporting Person has provided to the Issuer, and undertakes to provide 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.00 to \$153.47. The Reporting Person has provided to the Issuer, and undertakes to provide 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.50 to \$154.11. The Reporting Person has provided to the Issuer, and undertakes to provide 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.

(6) These shares became exercisable in three equal annual installments beginning on December 3, 2013.

(7) These shares became exercisable in three equal annual installments beginning on May 28, 2014.

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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