

Broome Donna J
Form 4
March 07, 2012

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 *
Broome Donna J

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2012

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
SVP, Team Member Excellence

(Street)
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 Beneficial Ownership (Instr. 4)
Common Stock	03/06/2012		M	(A) or (D) Amount (1) Price 4,061 \$ (1) 25.81	8,532	D	
Common Stock	03/06/2012		F	(A) or (D) Amount (2) Price 2,126 \$ (2) 86.97	6,406	D	
Common Stock	03/06/2012		M	(A) or (D) Amount (1) Price 2,000 \$ (1) 25.81	8,406	D	
Common Stock	03/06/2012		F	(A) or (D) Amount (2) Price 1,047 \$ (2) 86.97	7,359	D	
Common Stock	03/06/2012		M	(A) or (D) Amount (1) Price 2,367 \$ (1) 43.72	9,726	D	

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Common Stock	03/06/2012	F	1,570 (2)	D	\$ 86.97	8,156	D
Common Stock	03/06/2012	S	3,685	D	\$ 86.96	4,471	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 25.81	03/06/2012		M		4,061	(1)	(3)	11/17/2015	Common Stock	4,061
Stock Appreciation Right	\$ 25.81	03/06/2012		M		2,000	(1)	(3)	11/17/2015	Common Stock	2,000
Stock Appreciation Right	\$ 43.72	03/06/2012		M		2,367	(1)	(4)	08/11/2015	Common Stock	2,367

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Broome Donna J ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	SVP, Team Member Excellence

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Donna J.
Broome

03/07/2012

__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).

Represents the exercise by Ms. Broome of all her stock appreciation rights scheduled to expire on August 11, 2015 and November 17, 2015, consistent with Ms. Broome's regular practice. Following this transaction, Ms. Broome retains a substantial ownership commitment in beneficially owned stock and vested employee SARs, and she continues to satisfy the Company's stock ownership guidelines for executive officers.
- (1) Represents shares withheld to satisfy exercise price and tax withholding obligation upon the exercise of stock appreciation rights (SARs).
- (2) These shares became exercisable in three equal annual installments beginning on November 17, 2009.
- (3) These shares became exercisable in three equal annual installments beginning on August 11, 2009.
- (4) These shares became exercisable in three equal annual installments beginning on August 11, 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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