

LKQ CORP
Form 4
February 13, 2006

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 *
FLYNN DONALD F

2. Issuer Name and Ticker or Trading Symbol
LKQ CORP [LKQX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O LKQ CORPORATION, 120
NORTH LASALLE STREET,
SUITE 3300

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

CHICAGO, IL 60602

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/09/2006 | | X | Amount \$ 1 (1) | 3,387,004 (2) | I | by DNB, L.P. (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of Number of Shares |
| Warrant (right to buy) | \$ 1 | 02/09/2006 | | X | 436,488 (1) | 02/14/2001 | 02/14/2006 | Common Stock | 436,488 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLYNN DONALD F
 C/O LKQ CORPORATION
 120 NORTH LASALLE STREET, SUITE 3300
 CHICAGO, IL 60602

X

Signatures

/s/ Victor M. Casini,
 Attorney-in-fact

02/13/2006

__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) The transaction involved a warrant that was previously reported as covering 218,244 shares at an exercise price of \$2.00 per share but was adjusted to reflect the two-for-one split of the common stock of LKQ Corporation paid on January 13, 2006.
- (2) The amount of securities reflects the two-for-one split of the common stock of LKQ Corporation paid on January 13, 2006.
- (3) The warrant was previously reported as being owned directly by the Reporting Person. In January 2005, the Reporting Person transferred ownership of the warrant to DNB, L.P., a limited partnership wholly-owned by the Reporting Person.
- (4) The Reporting Person received this warrant on February 21, 2001 as consideration for providing a guaranty of a portion of \$10 million of LKQ Corporation's debt.

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.