

ADVANCE AUTO PARTS INC
 Form 4
 April 18, 2016

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 *
 Greco Thomas

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/14/2016

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

5008 AIRPORT ROAD NW

(Street)

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 04/14/2016 | | A | | 15,534 <u>(1)</u> | A | \$ 160.94 | 15,534 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 04/14/2016 | | A | | 13,670 <u>(2)</u> | A | \$ 160.94 | 29,204 | D | Indirect Beneficial Ownership (Instr. 4) |

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

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 (9-02)

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 160.94 | 04/14/2016 | | A | 68,745 | (3) 04/14/2023 | Common Stock 68,745 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Greco Thomas 5008 AIRPORT ROAD NW ROANOKE, VA 24012 | X | | CEO | |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Thomas Greco 04/18/2016

**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).

- The reported amount of time-based restricted stock units (RSUs) along with performance-based stock appreciation rights (SARs) not reported on this Form 4, collectively, represent equal portions of a target equity award. The RSUs are subject to time vesting in three approximately equal annual installments beginning one year from the grant date. The performance-based SARs may vest on April 14, 2019, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based SARs up to a maximum of an additional 100% of the target level grant of performance-based SARs.
- The RSUs reported on this Form 4 are subject to time vesting in approximately three equal annual installments beginning April 14, 2018.
 - The reported amount of stock appreciation rights (SARs) represents an equity award that is subject to time vesting in approximately three equal annual installments beginning April 14, 2019.

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.