

ADVANCE AUTO PARTS INC

Form 4

March 03, 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 \*  
Carter William Harrison

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)  
03/01/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Independent Business

ROANOKE, VA 24012

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2017                              |                                                             | A                                    | 671 <sup>(1)</sup>                                                  | A \$<br>156.68                                                                                                     | 9,826                                                                | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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 or Number of Shares |
| Stock Appreciation Rights                  | \$ 107.93                                              | 03/01/2017                           |                                                    | A                              |                                                                                         | <u>598</u> <sup>(2)</sup>                                |     | 03/01/2017                                                    | 12/12/2020      | Common Stock | 598                        |
| Stock Appreciation Rights                  | \$ 123.32                                              | 03/01/2017                           |                                                    | A                              |                                                                                         | <u>204</u> <sup>(3)</sup>                                |     | 03/01/2017                                                    | 02/10/2021      | Common Stock | 204                        |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| Carter William Harrison<br>ADVANCE AUTO PARTS, INC<br>5008 AIRPORT RD<br>ROANOKE, VA 24012 | SVP, Independent Business        |

## Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for William H. Carter 03/03/2017

\_\_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).

The reported amount of time-based restricted stock units (RSUs) along with performance-based RSUs not reported on this Form 4, collectively, represent 30% and 70% portions, respectively, of a target equity award. The time-based RSUs are subject to time vesting in three approximately equal annual installments beginning one year from the grant date. The performance-based RSUs may vest on the

(1) third anniversary of the grant date, 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 RSUs up to a maximum of an additional 200% of the target level grant of performance-based RSUs.

As previously reported, on December 12, 2013, the reporting person received an equity award, a portion of which was subject to the registrant achieving certain predetermined financial performance targets, subject to certification by the registrant's Compensation

(2) Committee. Effective March 1, 2017 it was determined that these performance conditions had been achieved for a payout of 17.5% of the performance award. The reported amount of stock appreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.

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As previously reported, on February 10, 2014, the reporting person received an equity award, a portion of which was subject to the registrant achieving certain predetermined financial performance targets, subject to certification by the registrant's Compensation

- (3) Committee. Effective March 1, 2017 it was determined that these performance conditions had been achieved for a payout of 17.5% of the performance award. The reported amount of stock appreciation rights (SARs) are fully vested and collectively represent the final vesting under this award.

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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