

Powell Sarah E
Form 4
February 20, 2013

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 *
Powell Sarah 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)
02/19/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, General Counsel & Sec

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 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	(A) or (D)	Price		
Common Stock	02/19/2013		M		4,510	A	\$ 25.81	9,573	D
Common Stock	02/19/2013		F		2,493 <u>(1)</u>	D	\$ 81.21	7,080	D
Common Stock	02/19/2013		S		2,017	D	\$ 81.14 <u>(2)</u>	5,063	D
Common Stock	02/20/2013		M		2,709	A	\$ 25.81	7,772	D
	02/20/2013		F			D	\$ 80	6,257	D

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Common Stock				1,515 (1)			
Common Stock	02/20/2013	S	1,194	D	\$ 80	5,063	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 25.81	02/19/2013		M		4,510		03/01/2012	11/17/2015	Common Stock	4,510
Stock Appreciation Rights	\$ 25.81	02/20/2013		M		2,709		<u>(3)</u>	11/17/2015	Common Stock	2,709

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Powell Sarah E ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	SVP, General Counsel & Sec

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Sarah E. Powell	02/20/2013
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**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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.13 to \$81.15. The Reporting Person has provided to the Issuer, and undertakes to provide to 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) These shares became exercisable in three approximately equal annual installments beginning on November 17, 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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