## Edgar Filing: HOLDER JOHN R - Form 4

| HOLDER JOH<br>Form 4  | IN R                                |   |            |  |                         |   |  |  |   |            |
|---|-------------------------------------|---|------------|--|-------------------------|---|--|--|---|------------|
| April 02, 2013  |                                     |   |            |  |                         |   |  | OMB A  | PPROVAL   |            |
| FORM  | UNITED                              | STATES  |            | RITIES A   |                         |   | E COMMISSIO  |  | 3235-0  |            |
| Check this b<br>if no longer<br>subject to<br>Section 16.                         |                                     | AENT OI   | F CHAN     | NGES IN<br>SECUI                                 |                         | FICIAL O  | WNERSHIP OF  | Expires:<br>Estimated<br>burden hor                                  | average   | 31,<br>005 |
| Form 4 or<br>Form 5<br>obligations<br>may continu<br><i>See</i> Instruct<br>1(b). | Bection 17(                         | a) of the I   | Public U   | Itility Hol                                      | ding Co                 |   | nge Act of 1934,<br>of 1935 or Secti<br>1940   | response   | •   | 0.5        |
| (Print or Type Res  | sponses)                            |   |            |  |                         |   |  |  |   |            |
| 1. Name and Add<br>HOLDER JOH   | Person <u>*</u>                     | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>GENUINE PARTS CO [GPC] |            |  |                         | 5. Relationship of Reporting Person(s) to Issuer        |  |  |   |            |
| (Last)  | (First) (I                          | Middle)   |            | of Earliest T                                    |                         |   | (Che   | eck all applicabl  | e)  |            |
| 222 PIEDMO  |                                     | (induic)  |            | Day/Year)  | Tansaction              |   | X_ Director<br>Officer (give below)  |  | % Owner<br>her (specify   |            |
|   | (Street)                            |   |            | endment, D<br>onth/Day/Yea                       | -                       | al  | 6. Individual or<br>Applicable Line)<br>_X_ Form filed by  | One Reporting P  | erson   |            |
| ATLANTA, C  | GA 30308                            |   |            |  |                         |   | Person   | More than One R  | eporting  |            |
| (City)  | (State)                             | (Zip)   | Tab        | ole I - Non-l                                    | Derivative              | e Securities A  | Acquired, Disposed   | of, or Beneficia   | lly Owned   |            |
|   | Transaction Date<br>Ionth/Day/Year) | 2A. Deemo<br>Execution<br>any<br>(Month/Da                                      | Date, if   | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3,  | (A) or<br>l of (D)<br>4 and 5)<br>(A)<br>or             | 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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |            |
| Reminder: Report  | on a separate line                  | e for each cla  | ass of sec | urities bene                                     | Perso<br>infor<br>requi | ons who res<br>mation con<br>red to resp<br>ays a curre | or indirectly.<br>spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co              | n are not<br>rm  | SEC 1474<br>(9-02)  |            |

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number       | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onof Derivative | Expiration Date         | Underlying Securities  | Deriv |
| Security    | or Exercise |                     | any                | Code       | Securities      | (Month/Day/Year)        | (Instr. 3 and 4)       | Secu  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Acquired        |                         |                        | (Inst |

|                              | Derivative<br>Security |            |      |   | (A) or<br>Dispose<br>(D)<br>(Instr. 3,<br>and 5) |     |                     |                    |                 |  |
|------------------------------|------------------------|------------|------|---|--|-----|---------------------|--------------------|-----------------|--|
|                              |                        |            | Code | V | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units | <u>(1)</u>             | 04/01/2013 | А    |   | 2,000  |     | (2)                 | (2)                | Common<br>Stock | 2,000                                  |

## **Reporting Owners**

| Reporting Owner Name / Address                            |          |           |         |       |
|---|----------|-----------|---------|-------|
|   | Director | 10% Owner | Officer | Other |
| HOLDER JOHN R<br>222 PIEDMONT AVE NE<br>ATLANTA, GA 30308 | Х        |           |         |       |
| Signatures  |          |           |         |       |
| Carol B. Yancey Attorney in Fact                          | 0        | 4/02/2013 |         |       |
| **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) Each restricted stock unit represents a vested right to receive one share of GPC common stock at a future date.
- (2) The restricted stock units vest immediately and convert to shares of GPC common stock on the earliest of (i) a change in control of GPC, (ii) the grantee's termination as a director of GPC by reason of death, disability or retirement, or (iii) April 1, 2018.

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.