

Livesay Jill A
Form 4
April 08, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Livesay Jill A

2. Issuer Name and Ticker or Trading Symbol
ADVANCE AUTO PARTS INC
[AAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2013

ROANOKE, VA 24012

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/08/2013		M	(1) 8,593	\$ 33.8	28,749	D
Common Stock	04/08/2013		M	(1) 8,122	\$ 25.81	36,871	D
Common Stock	04/08/2013		M	(1) 10,828	\$ 25.81	47,699	D
Common Stock	04/08/2013		F	(2) 18,173	\$ 81.01	29,526	D
Common Stock	04/08/2013		S	(3) 9,370	\$ 80.8	20,156	D

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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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Appreciation Rights	\$ 33.8	04/08/2013		M	8,593 <u>(1)</u>	<u>(5)</u> 02/20/2015	Common Stock	8,593
Stock Appreciation Rights	\$ 25.81	04/08/2013		M	8,122 <u>(1)</u>	<u>(6)</u> 11/17/2015	Common Stock	8,122
Stock Appreciation Rights	\$ 25.81	04/08/2013		M	10,828 <u>(1)</u>	03/01/2012 11/17/2015	Common Stock	10,828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Livesay Jill A ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			SVP, Controller	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jill A. Livesay 04/08/2013

__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).

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- Represents the exercise by Ms. Livesay of her stock appreciation rights (SARs), as part of Ms. Livesay's investment diversification practice. Following this transaction, Ms. Livesay retains a substantial ownership commitment in beneficially owned stock and vested employee SARs.
- (1) Represents the exercise by Ms. Livesay of her stock appreciation rights (SARs), as part of Ms. Livesay's investment diversification practice. Following this transaction, Ms. Livesay retains a substantial ownership commitment in beneficially owned stock and vested employee SARs.
 - (2) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the exercise of SARs.
 - (3) Sales reported were effected pursuant to a Rule 10b-5-1 trading plan previously adopted by the reporting person.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.75 to \$80.98. 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.75 to \$80.98. 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.
 - (5) These shares became exercisable in three approximately equal annual installments beginning on February 20, 2009.
 - (6) These shares became exercisable in three approximately equal annual installments beginning 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. 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.