

ADVANCE AUTO PARTS INC  
Form 4  
March 21, 2017

# 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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2017

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

ADVANCE AUTO PARTS,  
INC, 5008 AIRPORT RD

(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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 03/20/2017                           |  | M                              |   | 7,329   | A  | \$ 73.17 17,155                                       | D |
| Common Stock                    | 03/20/2017                           |  | M                              |   | 598   | A  | \$ 107.93 17,753                                      | D |
| Common Stock                    | 03/20/2017                           |  | M                              |   | 204   | A  | \$ 123.32 17,957                                      | D |
| Common Stock                    | 03/20/2017                           |  | F                              |   | 5,441   | D  | \$ 152.75 12,516                                      | D |
|                                 | 03/20/2017                           |  | S                              |   | 2,690   | D  | \$ 9,826  | D |

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Common Stock \$ 152.83  
(3)

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right                   | \$ 73.17   | 03/20/2017                           |  | M                              | 7,329   | <u>(4)</u> 12/03/2019                                    | Common Stock  | 7,329                      |
| Stock Appreciation Rights                  | \$ 107.93  | 03/20/2017                           |  | M                              | 598   | 03/01/2017 12/12/2020                                    | Common Stock  | 598                        |
| Stock Appreciation Rights                  | \$ 123.32  | 03/20/2017                           |  | M                              | 204   | 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

03/21/2017

\_\_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).

(1) Represents shares withheld to satisfy exercise price and tax withholding obligations upon the exercise of Stock Appreciation Rights.

(2) The price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$152.72 to \$152.75. The Reporting Person has provided to the Issuer, and undertakes to provide 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.80 to \$152.83. The Reporting Person has provided to the Issuer, and undertakes to provide 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) These shares became exercisable in three equal annual installments beginning on December 3, 2013.

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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