

GENUINE PARTS CO

Form 4

April 04, 2016

**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 \*  
 Neill James R

(Last) (First) (Middle)

2999 CIRCLE 75 PKWY

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENUINE PARTS CO [GPC]

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

04/01/2016

 4. If Amendment, Date Original  
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Sr Vice Pres Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        |                                                                                               |                                                          |                                            |
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                      |

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

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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)**

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

# Edgar Filing: GENUINE PARTS CO - Form 4

| (Instr. 3)                                                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)   | (D) | Date Exercisable          | Expiration<br>Date | Title           | Am<br>or<br>Nun<br>of<br>Sha |
|--------------------------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|------|---|-------|-----|---------------------------|--------------------|-----------------|------------------------------|
| Stock<br>Appreciation<br>Right <sup>(1)</sup>                | \$ 99.72                           | 04/01/2016       |            |                                                                     | A    |   | 4,195 |     | 04/01/2017 <sup>(2)</sup> | 04/01/2026         | Common<br>Stock | 4,                           |
| Employee<br>Stock Option<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 99.72                           | 04/01/2016       |            |                                                                     | A    |   | 4,195 |     | 04/01/2017 <sup>(2)</sup> | 04/01/2026         | Common<br>Stock | 4,                           |
| Restricted<br>Stock Units                                    | \$ 0 <sup>(3)</sup>                | 04/01/2016       |            |                                                                     | A    |   | 1,705 |     | <sup>(4)</sup>            | <sup>(4)</sup>     | Common<br>Stock | 1,                           |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Neill James R  
2999 CIRCLE 75 PKWY  
ATLANTA, GA 30339

Sr Vice Pres Human Resources

## Signatures

David A. Haskett Attorney  
in Fact

04/04/2016

<sup>(1)</sup>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) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

(2) The stock appreciation rights vest 1/3 per year beginning on the first anniversary of the grant date provided the reporting person is still employed on those dates, subject to earlier vesting in certain events.

(3) Each restricted stock unit represents a contingent right to receive one share of GPC common stock at a future date.

The restricted stock units will be earned on December 31, 2016 provided certain pre-tax profit targets are achieved by GPC for fiscal year  
(4) 2016. If earned, the units will vest and convert to shares of common stock on December 1, 2020 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

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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