

LKQ CORP

Form 4

December 09, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanley Walter P

(Last) (First) (Middle)

C/O LKQ CORPORATION, 120
NORTH LASALLE STREET,
SUITE 3300

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LKQ CORP [lkqx]

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

12/07/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Senior VP -- Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2010		M		60,000	A	\$ 4.49	122,000	D	
Common Stock	12/07/2010		M		52,000	A	\$ 4.42	174,000	D	
Common Stock	12/07/2010		S		11,130	D	\$ 22.4649	162,870	D	
Common Stock	12/07/2010		S		100,870	D	\$ 22.4231	62,000	D	
Common Stock	12/08/2010		M		8,000	A	\$ 4.42	70,000	D	

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Common Stock	12/08/2010	M	62,000	A	\$ 4.165	132,000	D
Common Stock	12/08/2010	S	95,000	D	\$ 22.45 <u>(1)</u>	37,000	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)(01/09/2004 grant)	\$ 4.49	12/07/2010		M	60,000	01/10/2005 01/09/2014	Common Stock
Employee Stock Option (right to buy)(01/14/2005 grant)	\$ 4.42	12/07/2010		M	52,000	<u>(2)</u> 01/14/2015	Common Stock
Employee Stock Option (right to buy)(01/14/2005 grant)	\$ 4.42	12/08/2010		M	8,000	<u>(2)</u> 01/14/2015	Common Stock
Employee Stock Option (right to buy)(01/28/2005 grant)	\$ 4.165	12/08/2010		M	62,000	01/28/2005 01/28/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanley Walter P
C/O LKQ CORPORATION
120 NORTH LASALLE STREET, SUITE 3300
CHICAGO, IL 60602

Senior VP -- Development

Signatures

/s/ Victor M. Casini,
Attorney-in-fact

12/09/2010

__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).

The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$22.4109 to
(1) \$22.4673. The reporting person undertakes to provide upon the request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

The option is exercisable with respect to 50% of the number of shares subject to the option on June 14, 2005 and with respect to an
(2) additional 5.555% of the number of shares subject to the option on January 14, 2006 and each six-month anniversary thereafter until January 14, 2010.

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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