

WADE JIMMIE L
Form 4
November 16, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WADE JIMMIE L

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)
ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President

(Street)
ROANOKE, VA 24012

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/14/2011		M		53,993 (1)	A	\$ 40.45	100,433	D
Common Stock	11/14/2011		S		60,000 (1)	D	\$ 68.95 (2)	40,433	D
Common Stock	11/14/2011		M		31,988 (1)	A	\$ 25.81	72,421	D
Common Stock	11/14/2011		F		11,969	D	\$ 68.98	60,452	D
	11/14/2011		S			D		48,952	D

Edgar Filing: WADE JIMMIE L - Form 4

Common Stock			11,500 (1)	\$	68.61 (3)		
Common Stock	11/15/2011	M	32,207 (1)	A	\$ 40.45	81,159	D
Common Stock	11/15/2011	S	32,207 (1)	D	\$ 68.48 (4)	48,952	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 40.45	11/14/2011		M	53,993 (1)	(5) 02/21/2013	Common Stock 53,993
Stock Appreciation Rights	\$ 68.98	11/14/2011		M	31,988 (1)	(6) 11/17/2015	Common Stock 31,988
Stock Option (right to buy)	\$ 40.45	11/15/2011		M	32,207 (1)	(5) 02/21/2013	Common Stock 32,207

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADE JIMMIE L ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			President	

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jimmie L.
Wade

11/16/2011

__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 the exercise by Mr. Wade of all his employee stock options that are scheduled to expire on February 21, 2013 and a portion of his stock appreciation rights that will expire on November 17, 2015, consistent with Mr. Wade's regular practice. Following this transaction, Mr. Wade retains a substantial ownership commitment in both beneficially owned stock and vested employee stock options and SARs, and he continues to satisfy the Company's stock ownership guidelines for executive officers.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.78 to \$68.95. 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.48 to \$68.83. 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 \$68.00 to \$68.99. 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 equal annual installments beginning on February 21, 2007.

(6) These shares became exercisable in three equal annual installments beginning on 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.