

Norona Michael A
Form 4
February 13, 2013

FORM 4

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

OMB APPROVAL

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

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 *
Norona Michael 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Assistant Secretary

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		
Common Stock	02/12/2013		M	A	\$ 47,982 (1) 25.81	130,043	D
Common Stock	02/12/2013		F	D	\$ 29,987 (2) 78.47	100,056	D
Common Stock	02/12/2013		S	D	\$ 17,615 (3) 78.26	82,441	D
Common Stock	02/13/2013		M	A	\$ 47,983 (1) 25.81	130,424	D
	02/13/2013		F	D		98,600	D

Edgar Filing: Norona Michael A - Form 4

Common Stock				31,824	\$			
				<u>(2)</u>	78.42			
Common Stock	02/13/2013		S	16,159	D	\$	78.45	82,441
						<u>(4)</u>		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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 25.81	02/12/2013		M	47,982 <u>(1)</u>	03/01/2012 11/17/2015	Common Stock	47,982
Stock Appreciation Rights	\$ 25.81	02/13/2013		M	47,983 <u>(1)</u>	<u>(5)</u> 11/17/2015	Common Stock	47,983

Reporting Owners

Reporting Owner Name / Address	Relationships
Norona Michael A ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	Director 10% Owner Officer Other EVP, CFO & Assistant Secretary

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Michael A. Norona 02/13/2013

__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).

(1) Represents the exercise by Mr. Norona of his stock appreciation rights (SARs), consistent with Mr. Norona's regular investment diversification practice. Following this transaction, Mr. Norona retains a substantial ownership commitment in beneficially owned stock and vested employee SARs, and he continues to more than satisfy the Company's stock ownership guidelines for executive officers by holding approximately four times the minimum requirement.

(2) Represents shares withheld to satisfy exercise price and tax withholding obligation upon the exercise of SARs.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.07 to \$78.44. 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 \$78.39 to \$78.51. 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 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.