

Samuelson Larry
Form 4
April 30, 2007

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 *
Samuelson Larry

2. Issuer Name and Ticker or Trading Symbol
GENUINE PARTS CO [GPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2999 CIRCLE 75 PKWY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2007

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

President - Automotive Parts

ATLANTA, GA 30339

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

(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	04/26/2007		M		15,426	A	\$ 32.0938
					35,688 ⁽¹⁾	D	
Common Stock	04/26/2007		F		9,881	D	\$ 50.105
					25,807 ⁽¹⁾	D	
Common Stock	04/26/2007		M		40,000	A	\$ 32.04
					65,807 ⁽¹⁾	D	
Common Stock	04/26/2007		F		8,567	D	\$ 50.105
					57,240 ⁽¹⁾	D	
Common Stock	04/26/2007		M		30,000	A	\$ 36.58
					87,240 ⁽¹⁾	D	

Edgar Filing: Samuelson Larry - Form 4

Common Stock	04/26/2007	D	21,903	D	\$ 50.105	65,337 ⁽¹⁾	D
Common Stock	04/26/2007	F	2,628	D	\$ 50.105	62,709 ⁽¹⁾	D
Common Stock	04/30/2007	S	30,447	D	\$ 49.55	32,262 ⁽¹⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.0938	04/26/2007		M	15,426	04/19/2000 04/19/2009	Common Stock	15,426	
Stock Options (Right to Buy)	\$ 32.04	04/26/2007		M	40,000	08/19/2003 08/19/2012	Common Stock	40,000	
Stock Appreciation Right	\$ 36.58	04/26/2007		M	30,000	04/19/2005 04/19/2014	Common Stock	30,000	
Stock Options (Right to Buy)	\$ 36.58	04/26/2007		M	30,000	04/19/2005 04/19/2014	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Edgar Filing: Samuelson Larry - Form 4

Director 10% Owner Officer Other

Samuelson Larry
2999 CIRCLE 75 PKWY
ATLANTA, GA 30339

President - Automotive Parts

Signatures

Carol B. Yancey Attorney
in Fact

04/30/2007

__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) Includes 1,814 shares acquired through Genuine Partnership Plan (401-K)

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.