

ADVANCE AUTO PARTS INC
 Form 3
 January 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Finley Tammy M | | (Month/Day/Year) | ADVANCE AUTO PARTS INC [AAP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ADVANCE AUTO PARTS, INC.,Â 5008 AIRPORT RD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| ROANOKE,Â VAÂ 24012 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Human Resources | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|--|---|
| Common Stock | 3,253 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) | | |
|---------------------------|---------------------|--------------------|----------------------------------|----------------------------------|---|---|
| Stock Appreciation Rights | Â (6) | 12/01/2016 | Common Stock 1,158 | \$ 40.38 | D | Â |
| Stock Appreciation Rights | Â (7) | 12/01/2017 | Common Stock 1,262 | \$ 66.15 | D | Â |
| Stock Appreciation Rights | Â (8) | 12/01/2018 | Common Stock 1,296 | \$ 68.75 | D | Â |
| Stock Appreciation Rights | Â (9) | 12/03/2019 | Common Stock 1,407 | \$ 73.17 | D | Â |
| Stock Appreciation Rights | Â (10) | 05/28/2020 | Common Stock 1,467 | \$ 83.63 | D | Â |
| Stock Appreciation Rights | 03/01/2012 | 11/17/2015 | Common Stock 3,690 (11) | \$ 25.81 | D | Â |
| Stock Appreciation Rights | 03/01/2013 | 12/01/2016 | Common Stock 521 (12) | \$ 25.81 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Finley Tammy M ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012 | Â | Â | Â SVP, Human Resources | Â |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Tammy M. Finley 01/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1,530 of the reported securities represent unrestricted common stock of the registrant.
 - (2) 126 of the reported securities represent the remaining unvested 75% portion of a restricted stock target equity award granted on 12/1/2011. The 75% portion is subject to time-based vesting in three approximately equal annual installments beginning one year from the grant date. The remaining 25% portion of the target equity award may vest on 3/1/2015, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target level, the reporting person may receive additional shares up to a maximum of an additional 100% of the target award level.
 - (3) 246 of the reported securities represent the remaining unvested 75% portion of a restricted stock unit (RSU) target equity award granted on 12/3/2012. The 75% portion is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% of the target equity award may vest on March 1, 2016, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's

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financial performance exceeds the target level, the reporting person may receive additional RSUs up to a maximum of an additional 100% of the target award level.

- (4) 109 of the reported securities represent the unvested 75% portion of a RSU target equity award granted on 5/28/2013. The 75% portion is subject to time vesting in three equal annual installments beginning one year from the grant date. The remaining 25% of the target equity award may vest on May 28, 2016, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target level, the reporting person may receive additional RSUs up to a maximum of an additional 100% of the target award level.
- (5) 1,242 of the reported securities represent the unvested portion of a RSU equity award granted on 12/12/2013. The RSUs are subject to time vesting in three equal annual installments beginning one year from the grant date.
- (6) The reported securities represent an unexercised equity award of SARs granted on 12/1/2009. The 1,158 SARs (or 75% of the original award) were subject to time-based vesting in three equal annual installments beginning one year for the grant date. The remaining 25% portion of the original award vested on 3/1/2013 based on the registrant meeting pre-determined financial performance targets, more fully described in Footnote 12.
- (7) The reported securities represent the unexercised 75% portion of a target equity award granted on 12/1/2010. The 75% portion is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 3/1/2014 if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional SARs up to a maximum of an additional 100% of the target award level.
- (8) The reported securities represent the unexercised or unvested 75% portion of a target equity award of SARs granted on 12/1/2011. The 75% portion is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 3/1/2015 if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if registrant's financial performance exceeds the target level, the reporting person may receive additional SARs up to a maximum of an additional 100% of the target award level.
- (9) The reported securities represent the unexercised or unvested 75% portion of a target equity award of SARs granted on 12/3/2012. The 75% portion is subject to time-based vesting in three approximately equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 3/1/2016 if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if registrant's financial performance exceeds the target level, the reporting person may receive additional SARs up to a maximum of an additional 100% of the target award level.
- (10) The reported securities represent the unvested 75% portion of a target equity award of SARs granted on 5/28/2013. The 75% portion is subject to time-based vesting in approximately three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 5/28/2016 if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if registrant's financial performance exceeds the target level, the reporting person may receive additional SARs up to a maximum of an additional 100% of the target award level.
- (11) The reported amount of SARs vested on 3/1/2012 based on the registrant meeting certain pre-determined financial performance targets set forth in the grant of the target award on 11/17/2008. The registrant's performance during the respective period resulted in a vesting level of 200% of the target award.
- (12) The reported amount of SARs vested on 3/1/2013 based on the registrant meeting certain pre-determined financial performance targets set forth in the grant of the target award on 12/1/2009. The registrant's performance during the respective period resulted in a vesting level of 108.8% of the target award.

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Remarks:

This Form 3 was executed by Rachel E. Geiersbach as Attorney-in-Fact for Tammy M. Finley pursuant to the following:

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.