

Broome Donna J
Form 4
December 05, 2012

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 *
Broome Donna J

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)
12/01/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Comm Sales & Marketing

(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 Ownership (Instr. 4)
Common Stock	12/01/2012		F	194 ⁽¹⁾ D	\$ 73.15 4,279	D	
Common Stock	12/03/2012		A	641 ⁽²⁾ A	⁽²⁾ 4,920	D	

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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 Appreciation Right	\$ 73.17	12/03/2012		A		7,329 <u>(2)</u>		<u>(2)</u>	12/03/2019	Common Stock	7,329

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director10% OwnerOfficerOther
Broome Donna J ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	SVP, Comm Sales & Marketing

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Donna J. Broome
12/05/2012

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 shares withheld to satisfy a tax withholding obligation upon the vesting of restricted stock.

The reported amount of restricted stock units (RSUs) and stock appreciation rights (SARs), collectively, represents the 50% portion of a target equity award that is subject to time vesting in three approximately equal annual installments beginning one year from the grant date. The remaining 50% 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 financial performance exceeds the target levels, the reporting person may receive additional RSUs and SARs up to a maximum of an additional 100% of the target award level.

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.