

Broome Donna J
Form 3
December 05, 2011

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 Broome Donna J | | (Month/Day/Year) | ADVANCE AUTO PARTS INC [AAP] | |
| (Last) | (First) | (Middle) | 12/01/2011 | |
| ADVANCE AUTO PARTS, INC., Â 5008 AIRPORT RD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ROANOKE, Â VA Â 24012 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | SVP, Team Member Excellence | 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 | 2,994 <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)

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.

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) Title | 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) | 08/11/2015 | Common Stock 2,367 | \$ 43.72 D Â |
| Stock Appreciation Rights | Â (7) | 11/17/2015 | Common Stock 4,061 | \$ 25.81 D Â |
| Stock Appreciation Rights | Â (8) | 12/01/2016 | Common Stock 5,460 | \$ 40.38 D Â |
| Stock Appreciation Rights | Â (9) | 12/01/2017 | Common Stock 4,073 | \$ 66.15 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Broome Donna J ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012 | Â | Â | Â SVP, Team Member Excellence | Â |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Donna J. Broome 12/05/2011

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) 1,532 of the reported securities represent unrestricted common stock of the registrant.
- (2) 487 of the reported securities represent shares of issuer common stock acquired pursuant to the Advance Auto Parts, Inc. Deferred Stock Unit Plan for Non-Employee Directors and Selected Executives.
578 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 12/1/2009 which 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 3/1/2013, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to a maximum of an additional 75% of the target award level.
- (3) 397 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 12/1/2010 which 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 predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to a maximum of an additional 75% of the target award level.
- (4) Additionally, the reporting person was granted a restricted stock award on 11/17/2008 for a target of 1,068 shares. 75% of this award vested in three equal annual installments beginning one year from the grant date and are now fully vested. The net shares that resulted from prior vesting are reflected in the shares reported as directly owned by the reporting person on Table I. The remaining 25% of the target equity award may vest on 3/1/2012, 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 shares and SARs up to a maximum of an additional 75% of the target award level.
- (5)

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- (6) These stock appreciation rights became exercisable in three approximately equal annual installments beginning on 8/11/2009.

The reported securities represents the 75% portion of a target equity award granted on 11/17/2008 which 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

- (7) 3/1/2012, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional stock appreciation rights up to a maximum of an additional 75% of the target award level.

The reported securities represents the 75% portion of a target equity award granted on 12/1/2009 which 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

- (8) 3/1/2013, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional stock appreciation rights up to a maximum of an additional 75% of the target award level.

The reported securities represents the 75% portion of a target equity award granted on 12/1/2010 which 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

- (9) 3/1/2014, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional stock appreciation rights up to a maximum of an additional 75% of the target award level.

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Remarks:

ThisÂ FormÂ 3Â wasÂ executedÂ byÂ RachelÂ E.Â GeiersbachÂ asÂ Attorney-in-FactÂ forÂ DonnaÂ J.Â BroomeÂ pursu

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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