

Norona Michael A
Form 4
February 13, 2013

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 *
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)
ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD
(Street)

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

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/12/2013		M	(A) or (D) A	47,982 (1) \$ 25.81	130,043	D
Common Stock	02/12/2013		F	(A) or (D) D	29,987 (2) \$ 78.47	100,056	D
Common Stock	02/12/2013		S	(A) or (D) D	17,615 (3) \$ 78.26	82,441	D
Common Stock	02/13/2013		M	(A) or (D) A	47,983 (1) \$ 25.81	130,424	D
	02/13/2013		F	(A) or (D) D		98,600	D

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Common				31,824	\$			
Stock				<u>(2)</u>	78.42			
Common	02/13/2013		S	16,159	D	\$	82,441	D
Stock						<u>(4)</u>		

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

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(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 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.

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