

LKQ CORP  
Form 4  
May 06, 2009

**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 \*  
Hanley Walter P

(Last) (First) (Middle)

C/O LKQ CORPORATION, 120  
NORTH LASALLE STREET,  
SUITE 3300

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LKQ CORP [lkqx]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior VP -- Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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	05/04/2009		M		20,000	A	\$ 2
Common Stock	05/04/2009		M		22,400	A	\$ 3.25
Common Stock	05/04/2009		S		42,400	D	\$ 17.48 <u>(1)</u>
Common Stock	05/05/2009		M		7,600	A	\$ 3.25
	05/05/2009		M		22,000	A	

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Common Stock					\$					
					4.165					
Common Stock	05/05/2009		S	32,600	D	\$	17.49	62,000	D	
						(2)				

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)(12/01/2002 grant)	\$ 2	05/04/2009		M	20,000	(3) 12/01/2012	Common Stock 2
Employee Stock Option (right to buy)(10/02/2003 grant)	\$ 3.25	05/04/2009		M	22,400	(3) 10/02/2013	Common Stock 2
Employee Stock Option (right to buy)(10/02/2003 grant)	\$ 3.25	05/05/2009		M	7,600	(3) 10/02/2013	Common Stock 7
Employee Stock Option (right to buy)(01/28/2005 grant)	\$ 4.165	05/05/2009		M	22,000	(4) 01/28/2015	Common Stock 2

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanley Walter P  
C/O LKQ CORPORATION  
120 NORTH LASALLE STREET, SUITE 3300  
CHICAGO, IL 60602

Senior VP -- Development

## Signatures

/s/ Victor M. Casini,  
Attorney-in-fact

05/06/2009

\_\_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) The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$17.4586 to \$17.5105. The reporting person undertakes to provide upon request by the Commission staff, by the issuer, or by a security holder of the issuer full information regarding the number of shares sold at each separate price.

The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$17.4779 to \$17.55. The reporting person undertakes to provide upon request by the Commission staff, by the issuer, or by a security holder of the issuer full information regarding the number of shares sold at each separate price.
  - (2) The option is exercisable with respect to 10% of the number of shares subject to the option on each six month anniversary of the grant date.
  - (3) The option is exercisable with respect to 50% of the number of shares subject to the option on June 14, 2005 and with respect to an additional 5.555% of the number of shares subject to the option on January 14, 2006 and each six month anniversary thereafter until January 14, 2010.

### Remarks:

The information regarding share numbers and exercise prices of stock options reflects the two-for-one splits of the common stock.

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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