

LKQ CORP
Form 4
May 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
CASINI VICTOR M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O LKQ CORPORATION, 500
WEST MADISON STREET, SUITE
2800**

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Senior VP and General Counsel

(Street)
CHICAGO, IL 60661

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/08/2012 | | M | 18,545 A \$ 2.1875 | 100,378 ⁽⁴⁾ | D | |
| Common Stock | 05/08/2012 | | S ⁽¹⁾ | 18,545 D \$ 35 | 81,833 | D | |
| Common Stock | 05/10/2012 | | M | 31,455 A \$ 2.1875 | 113,288 | D | |
| Common Stock | 05/10/2012 | | S ⁽¹⁾ | 29,055 D \$ 35.0112 ⁽²⁾ | 84,233 | D | |
| | | | | | 41,739 ⁽⁵⁾ | I | By Trust |

Common
Stock

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy)(01/14/2003 grant) | \$ 2.1875 | 05/08/2012 | | M | 18,545 | ⁽³⁾ 01/14/2013 | Common Stock 1 |
| Employee Stock Option (right to buy)(01/14/2003 grant) | \$ 2.1875 | 05/10/2012 | | M | 31,455 | ⁽³⁾ 01/14/2013 | Common Stock 3 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CASINI VICTOR M
C/O LKQ CORPORATION
500 WEST MADISON STREET, SUITE 2800
CHICAGO, IL 60661

Senior VP and General Counsel

Signatures

/s/ Victor M. Casini 05/10/2012

**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) The sales reported on this Form 4 were affected pursuant to a 10b5-1 plan.

The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$35.01 to

(2) \$35.048. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

(3) 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.

(4) Excludes 41,739 shares previously owned directly that were contributed to a grantor trust of which the reporting person is a co-trustee.

(5) These shares were previously held directly by the reporting person.

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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