

Broome Donna J
Form 4
March 07, 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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Team Member Excellence

ADVANCE AUTO PARTS, INC., 5008 AIRPORT RD

(Street)

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

ROANOKE, VA 24012

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/06/2012 | | M | | 4,061 (1) \$ 25.81 | D | |
| Common Stock | 03/06/2012 | | F | | 2,126 (2) \$ 86.97 | D | |
| Common Stock | 03/06/2012 | | M | | 2,000 (1) \$ 25.81 | D | |
| Common Stock | 03/06/2012 | | F | | 1,047 (2) \$ 86.97 | D | |
| Common Stock | 03/06/2012 | | M | | 2,367 (1) \$ 43.72 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|-------|---|
| Common Stock | 03/06/2012 | F | 1,570 (2) | D | \$ 86.97 | 8,156 | D |
| Common Stock | 03/06/2012 | S | 3,685 | D | \$ 86.96 | 4,471 | D |

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

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.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 25.81 | 03/06/2012 | | M | 4,061 (1) | (3) 11/17/2015 | Common Stock | 4,061 |
| Stock Appreciation Right | \$ 25.81 | 03/06/2012 | | M | 2,000 (1) | (3) 11/17/2015 | Common Stock | 2,000 |
| Stock Appreciation Right | \$ 43.72 | 03/06/2012 | | M | 2,367 (1) | (4) 08/11/2015 | Common Stock | 2,367 |

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 | | | SVP, Team Member Excellence | |

Signatures

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

03/07/2012

__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).
Represents the exercise by Ms. Broome of all her stock appreciation rights scheduled to expire on August 11, 2015 and November 17, 2015, consistent with Ms. Broome's regular practice. Following this transaction, Ms. Broome retains a substantial ownership commitment in beneficially owned stock and vested employee SARs, and she continues to satisfy the Company's stock ownership guidelines for executive officers.
- (1) Represents shares withheld to satisfy exercise price and tax withholding obligation upon the exercise of stock appreciation rights (SARs).
- (2) These shares became exercisable in three equal annual installments beginning on November 17, 2009.
- (3) These shares became exercisable in three equal annual installments beginning on August 11, 2009.
- (4) These shares became exercisable in three equal annual installments beginning on August 11, 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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