

ADVANCE AUTO PARTS INC
Form 4
May 28, 2008

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 *
Freeland Kevin P

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)
05/23/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Supply Chain and IT

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/23/2008 | | P | 300 | \$ 38.22 | 7,696 | D |
| Common Stock | 05/23/2008 | | P | 3,100 | \$ 38.06 | 10,796 | D |
| Common Stock | 05/23/2008 | | P | 2,500 | \$ 38.17 | 13,296 | D |
| Common Stock | 05/23/2008 | | P | 600 | \$ 38.15 | 13,896 | D |
| Common Stock | 05/23/2008 | | P | 7,000 | \$ 38.14 | 20,896 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/23/2008 | P | 100 | A | \$ 38.05 | 20,996 | D |
| Common Stock | 05/23/2008 | P | 1,100 | A | \$ 38.09 | 22,096 | D |
| Common Stock | 05/23/2008 | P | 1,400 | A | \$ 38.01 | 23,496 | D |
| Common Stock | 05/23/2008 | P | 2,300 | A | \$ 38.07 | 25,796 | D |
| Common Stock | 05/23/2008 | P | 6,000 | A | \$ 38.12 | 31,796 | D |
| Common Stock | 05/23/2008 | P | 200 | A | \$ 38.18 | 31,996 | D |
| Common Stock | 05/23/2008 | P | 2,900 | A | \$ 38.1 | 34,896 | D |
| Common Stock | 05/23/2008 | P | 4,000 | A | \$ 38.31 | 38,896 | D |
| Common Stock | 05/23/2008 | P | 3,700 | A | \$ 38.33 | 42,596 | D |
| Common Stock | 05/23/2008 | P | 3,700 | A | \$ 38.2 | 46,296 | D |
| Common Stock | 05/23/2008 | P | 8,500 | A | \$ 38.24 | 54,796 | D |
| Common Stock | 05/23/2008 | P | 2,300 | A | \$ 38.27 | 57,096 | D |
| Common Stock | 05/23/2008 | P | 900 | A | \$ 38.21 | 57,996 | D |
| Common Stock | 05/23/2008 | P | 1,600 | A | \$ 38.16 | 59,596 | D |
| Common Stock | 05/23/2008 | P | 2,800 | A | \$ 38.23 | 62,396 | D |

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

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Freeland Kevin P
ADVANCE AUTO PARTS, INC.
5008 AIRPORT RD
ROANOKE, VA 24012

EVP, Supply Chain and IT

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Kevin P.
Freeland

05/28/2008

__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).

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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