

ADVANCE AUTO PARTS INC
Form 3
August 23, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Cushing Robert B

(Last) (First) (Middle)

5008 AIRPORT ROAD NW

(Street)

ROANOKE,Â VAÂ 24012

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/21/2016

3. Issuer Name and Ticker or Trading Symbol

ADVANCE AUTO PARTS INC [AAP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

__X__ Officer ___ Other

(give title below) (specify below)

EVP, Commercial

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

4,862 (1) (2) (3) (4)

D Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

Shares

(I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cushing Robert B 5008 AIRPORT ROAD NW ROANOKE, VA 24012 | Â | Â | Â EVP, Commercial | Â |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Robert B. Cushing

08/23/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 1,435 of the reported securities represent unrestricted common stock of the registrant.

634 of the reported securities represent the unvested portion of a RSU equity award granted on 2/10/2014. The RSUs are subject to time vesting in three equal annual installments beginning one year from the grant date. Performance-based SARs, not reported on this Form 4, were also granted on 2/10/2014 and may vest on March 1, 2017, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based SARs up to a maximum of an additional 100% of the target level grant of performance-based SARs.

(3) 1,064 of the reported securities represent the unvested portion of a RSU equity award granted on 12/1/2014. The RSUs are subject to time vesting in three equal annual installments beginning one year from the grant date. Performance-based SARs, not reported on this Form 4, were also granted on 12/1/2014 and may vest on March 1, 2018, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based SARs up to a maximum of an additional 100% of the target level grant of performance-based SARs.

(4) 1,546 of the reported securities represent the unvested portion of a RSU equity award granted on 12/10/2015. The RSUs are subject to time vesting in three equal annual installments beginning one year from the grant date. Performance-based SARs, not reported on this Form 4, were also granted on 12/10/2015 and may vest on March 1, 2019, if the registrant achieves certain pre-determined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, if the registrant's financial performance exceeds the target levels, the reporting person may receive additional performance-based SARs up to a maximum of an additional 100% of the target level grant of performance-based SARs.

Â

Remarks:

This Form 3 was executed by Rachel E. Geiersbach as Attorney-in-Fact for Robert B. Cushing pursuant to the following:

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.