

BULLOCK MARY BROWN
 Form 5
 February 03, 2012

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BULLOCK MARY BROWN
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GENUINE PARTS CO [GPC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

GENUINE PARTS COMPANY, 2999 CIRCLE 75 PKWY
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

ATLANTA, GA 30339
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,694	D	

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)

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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)	8. Price or Amount of Derivative Security (Instr. 3)												
Phantom Shares	^	^	^	^	^ ^	<table border="0"> <tr> <td></td> <td align="center">Date Exercisable</td> <td align="center">Expiration Date</td> </tr> <tr> <td align="center">(A)</td> <td align="center">^ (2)</td> <td align="center">^ (2)</td> </tr> </table>		Date Exercisable	Expiration Date	(A)	^ (2)	^ (2)	Common Stock	<table border="0"> <tr> <td></td> <td align="center">Amount or Number of Shares</td> </tr> <tr> <td align="right">6,540</td> <td align="center">^</td> </tr> <tr> <td align="right"><u>(3)</u></td> <td></td> </tr> </table>		Amount or Number of Shares	6,540	^	<u>(3)</u>	
	Date Exercisable	Expiration Date																		
(A)	^ (2)	^ (2)																		
	Amount or Number of Shares																			
6,540	^																			
<u>(3)</u>																				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BULLOCK MARY BROWN GENUINE PARTS COMPANY 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	^	X	^	^

Signatures

Carol B. Yancey Attorney in Fact 02/03/2012
 **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) Security converts to Common Stock on a one for one basis.
 - (2) Exercisable and expiration date is equal to effective retirement date.
 - (3) Includes 213 shares of Phantom Stock acquired through Dividend Reinvestment Plan purchase.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.