

Clark Michael S.
Form 4
March 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
Clark Michael S.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O LKQ CORPORATION, 500 W MADISON, STE. 2800

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Finance and Controller

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/04/2013 | | D ⁽¹⁾ | 9,000 D \$ 0 | 17,916 ⁽²⁾ | D | |
| Common Stock | 03/04/2013 | | D ⁽³⁾ | 12,000 D \$ 0 | 5,916 | D | |
| Common Stock | 03/04/2013 | | A ⁽⁴⁾ | 9,000 A \$ 0 | 14,916 | D | |
| Common Stock | 03/04/2013 | | A ⁽⁵⁾ | 12,000 A \$ 0 | 26,916 | D | |
| Common Stock | 03/04/2013 | | A ⁽⁶⁾ | 12,000 A \$ 0 | 38,916 | D | |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Michael S. C/O LKQ CORPORATION 500 W MADISON, STE. 2800 CHICAGO, IL 60661 | | | VP of Finance and Controller | |

Signatures

/s/ Victor M. Casini,
Attorney-in-fact
Date: 03/26/2013

__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 transaction represents a cancellation of the unvested amount of restricted stock units awarded on January 14, 2011 and February 28, 2011.
This number of shares includes a correction of 474 shares that were previously reported as sold on the Form 5 filed on February 13, 2012 by the reporting person but were mistakenly not deducted from the total amount of securities beneficially owned in previous reports filed by the reporting person.
- (3) The transaction represents a cancellation of the unvested amount of restricted stock units awarded on January 13, 2012.
- (4)

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The transaction represents an award of restricted stock units that are subject to two vesting conditions, each of which must be satisfied: (a) time-based vesting equal to 16.67% of the number of restricted stock units subject to the award on July 14, 2013 and on each 6-month anniversary of July 14, 2013; and (b) a performance-based condition of positive fully-diluted earnings per share of the Company (subject to adjustment for certain extraordinary items) for the fiscal year ending December 31, 2013. If and when the performance-based condition is met, all restricted stock units that had previously met the time-based vesting condition will vest immediately and the remaining restricted stock units will vest according to the remaining schedule of the time-based condition. If the performance-based condition is not met, all restricted stock units will be forfeited. This award is a replacement for the cancelled restricted stock units described in footnote 1.

(5) The transaction represents an award of restricted stock units that are subject to two vesting conditions, each of which must be satisfied: (a) time-based vesting equal to 12.5% of the number of restricted stock units subject to the award on July 14, 2013 and on each six-month anniversary of July 14, 2013; and (b) a performance-based condition of positive fully-diluted earnings per share of the Company (subject to adjustment for certain extraordinary items) for the fiscal year ending December 31, 2013. If and when the performance-based condition is met, all restricted stock units that had previously met the time-based vesting condition will vest immediately and the remaining restricted stock units will vest according to the remaining schedule of the time-based condition. If the performance-based condition is not met, all restricted stock units will be forfeited. This award is a replacement for the cancelled restricted stock units described in footnote 3.

(6) The transaction represents an award of restricted stock units that are subject to two vesting conditions, each of which must be satisfied: (a) time-based vesting equal to 16.67% of the number of restricted stock units subject to the award on July 14, 2013 and on each 6-month anniversary of July 14, 2013; and (b) a performance-based condition of positive fully-diluted earnings per share of the Company (subject to adjustment for certain extraordinary items) for any of the first five fiscal years ending after the grant date. If and when the performance-based condition is met, all restricted stock units that had previously met the time-based vesting condition will vest immediately and the remaining restricted stock units will vest according to the remaining schedule of the time-based condition. If the performance-based condition is not met, all restricted stock units will be forfeited.

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.