

Hauch Carl S
Form 4
May 23, 2012

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 *
Hauch Carl S

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)
05/22/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, National Op & Cust Exp

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 | 05/22/2012 | | M | | 5,524 (1) \$ 43.72 | A | 12,710 D |
| Common Stock | 05/22/2012 | | F | | 4,148 (2) \$ 69.15 | D | 8,562 D |
| Common Stock | 05/22/2012 | | M | | 7,383 (1) \$ 25.81 | A | 15,945 D |
| Common Stock | 05/22/2012 | | F | | 4,246 (2) \$ 69.15 | D | 11,699 D |
| Common Stock | 05/22/2012 | | M | | 5,250 (1) \$ 25.81 | A | 16,949 D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|-----------------|--------|---|
| Common Stock | 05/22/2012 | F | 3,020 (2) | D | \$ 69.15 | 13,929 | D |
| Common Stock | 05/22/2012 | S | 7,571 | D | \$ 69.04 (3) | 6,358 | 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 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|----------------------------|
| Stock Appreciation Right | \$ 43.72 | 05/22/2012 | | M | 5,524 (1) | (4) 08/11/2015 | Common Stock | 5,524 |
| Stock Appreciation Right | \$ 25.81 | 05/22/2012 | | M | 7,383 (1) | (5) 11/17/2015 | Common Stock | 7,383 |
| Stock Appreciation Right | \$ 25.81 | 05/22/2012 | | M | 5,250 (1) | 03/01/2012 11/17/2015 | Common Stock | 5,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hauch Carl S ADVANCE AUTO PARTS, INC 5008 AIRPORT RD ROANOKE, VA 24012 | | | SVP, National Op & Cust Exp | |

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Carl S.
Hauch

05/23/2012

__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 Mr. Hauch of his stock appreciation rights scheduled to expire on August 11, 2015 and November 17, 2015, consistent with Mr. Hauch's regular practice. Following this transaction, Mr. Hauch retains a substantial ownership commitment in beneficially owned stock and vested employee SARs, and he 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). The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.86 to \$69.18. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) These shares became exercisable in three equal annual installments beginning on August 11, 2009.
- (3) These shares became exercisable in three equal annual installments beginning on November 17, 2009.
- (4) These shares became exercisable in three equal annual installments beginning on August 11, 2009.
- (5) These shares became exercisable in three equal annual installments beginning on November 17, 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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