

FAYARD GARY P

Form 4

May 02, 2019

**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 \*  
**FAYARD GARY P**

(Last) (First) (Middle)

**ONE COCA COLA PLAZA**

(Street)

**ATLANTA, GA 30313**

(City) (State) (Zip)

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

 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/01/2019**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                                                 |

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 Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------|
|                                            |                                    |                                      |                                                    |                                |                                             |                                                          |                                                               |                                                    |

# Edgar Filing: FAYARD GARY P - Form 4

| Derivative<br>Security       |     |            | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     | Code | V | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------|-----|------------|---------------------------------------------------------|-----|------|---|---------------------|--------------------|-----------------|----------------------------------------|
|                              | (A) | (D)        | (A)                                                     | (D) |      |   |                     |                    |                 |                                        |
| Restricted<br>Stock<br>Units | (1) | 05/01/2019 |                                                         |     | A    |   | (2)                 | (2)                | Common<br>Stock | 1,790                                  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|-----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                           | Director      | 10% Owner | Officer | Other |
| FAYARD GARY P<br>ONE COCA COLA PLAZA<br>ATLANTA, GA 30313 |               |           | X       |       |

## Signatures

Jennifer Ellis Attorney  
in Fact 05/02/2019

\_\_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) Each restricted stock unit represents a vested right to receive one share of GPC common stock at a future date.
- (2) The restricted stock units vest immediately and convert to shares of GPC common stock on the earliest of (i) a change in control of GPC, (ii) the grantee's termination as a director of GPC by reason of death, disability or retirement, or (iii) May 1, 2024.

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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