

Norona Michael A  
 Form 4  
 March 07, 2012

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
 Norona Michael A

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)  
 03/06/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP, Chief Financial Officer

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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/06/2012		M	(1)	50,000	A	\$ 33.66 92,560 D
Common Stock	03/06/2012		F	(2)	32,521	D	\$ 87 60,039 D
Common Stock	03/06/2012		M	(1)	63,561	A	\$ 33.8 123,600 D
Common Stock	03/06/2012		F	(2)	41,913	D	\$ 87 81,687 D

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)	Amount or Number of Shares
Stock Appreciation Right	\$ 33.66	03/06/2012		M	50,000 (1)	(3) 02/15/2015	Common Stock	50,000
Stock Appreciation Right	\$ 33.8	03/06/2012		M	63,561 (1)	(4) 02/20/2015	Common Stock	63,561

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Norona Michael A ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012			EVP, Chief Financial Officer	

## Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Michael A. Norona

03/07/2012

\_\_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) Represents the exercise by Mr. Norona of all his stock appreciation rights scheduled to expire on February 15, 2015 and February 20, 2015, consistent with Mr. Norona's regular practice. Following this transaction, Mr. Norona retains a substantial ownership commitment in beneficially owned stock and vested employee stock appreciation rights (SARs), and he continues to satisfy the Company's stock ownership guidelines for executive officers.
- (2) Represents shares withheld to satisfy exercise price and tax withholding obligation upon the exercise of SARs.

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- (3) These shares became exercisable in three equal annual installments beginning on February 15, 2009.
- (4) These shares became exercisable in three equal annual installments beginning on February 19, 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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