

GENUINE PARTS CO  
Form 4  
July 23, 2014

**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 \*  
LOUDERMILK ROBERT C JR

(Last) (First) (Middle)

309 E PACES FERRY ROAD NE

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/22/2014

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 (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	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)
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Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V					
Phantom Shares	\$ 0 <sup>(1)</sup>	07/22/2014	A	18	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	18	\$ 85.96

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUDERMILK ROBERT C JR 309 E PACES FERRY ROAD NE ATLANTA, GA 30305	X			

## Signatures

David A. Haskett Attorney  
in Fact

07/23/2014

<sup>(1)</sup>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.

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. nt-family:Times New Roman" ALIGN="center">**Altera Corporation**

**101 Innovation Drive**  
**San Jose, California**

(Name and address of agent for service)

**(408) 765-8080**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Michael J. Aiello**

**Weil, Gotshal & Manges LLP**

**767 Fifth Avenue**

**New York, NY 10153**

**(212) 310-8000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statements of Altera Corporation, a Delaware corporation (the Company), on Form S-8 (collectively, the Registration Statements):

1. Registration Statement No. 033-61085, registering 1,300,000 shares of common stock, par value \$0.001 per share, of the Company ( Common Stock ) under the 1987 Stock Option Plan (the 1987 SOP ), registering 200,000 shares of Common Stock under the 1987 Employee Stock Purchase Plan (the 1987 ESPP ) and registering 100,000 shares of Common Stock under the 1988 Director Stock Option Plan (the 1988 DSOP ), as previously filed with the U.S. Securities and Exchange Commission (the Commission ) on July 17, 1995;
2. Registration Statement No. 333-06859, registering 70,000 shares of Common Stock under the 1988 DSOP and registering 2,000,000 shares of Common Stock under the 1996 Stock Option Plan (the 1996 SOP ), as previously filed with the Commission on June 26, 1996;
3. Registration Statement No. 333-32555, registering 1,300,000 shares of Common Stock under the 1996 SOP, as previously filed with the Commission on July 31, 1997 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
4. Registration Statement No. 333-62917, registering 1,200,000 shares of Common Stock under the 1996 SOP, registering 300,000 shares of Common Stock under the 1987 ESPP, registering 170,000 shares of Common Stock under the 1998 Director Stock Option Plan and registering 11,250 shares of Common Stock under the 1998 Stock Option Grant, as previously filed with the Commission on September 4, 1998 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
5. Registration Statement No. 333-81787, registering 2,500,000 shares of Common Stock under the 1996 SOP, registering 200,000 shares of Common Stock under the 1987 ESPP and registering 26,606 shares of Common Stock under the Boulder Creek Engineering 1998 Stock Option Plan, as previously filed with the Commission on June 29, 1999 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
6. Registration Statement No. 333-31304, registering 25,000 shares of Common Stock under the Restricted Stock Purchase Right (the RSPR ), as previously filed with the Commission on February 29, 2000;
7. Registration Statement No. 333-37216, registering 163,200 shares of Common Stock under the Options Granted Pursuant to Agreements with Employees of Altera Ottawa Co. and Altera Toronto Co., as previously filed with the Commission on May 17, 2000;
8. Registration Statement No. 333-41688, registering 10,000 shares of Common Stock under the RSPR, registering 6,500,000 shares of Common Stock under the 1996 SOP and registering 450,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on July 18, 2000 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;

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9. Registration Statement No. 333-47722, registering 153,945 shares of Common Stock under the 2000 Non-Qualified Stock Option Plan No. 1 and registering 20,000 shares of Common Stock under the RSPR, as previously filed with the Commission on October 11, 2000 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on January 17, 2003;
10. Registration Statement No. 333-54384, registering 300,000 shares of Common Stock under the Restricted Stock Purchase Agreement (the RSPA ), as previously filed with the Commission on January 26, 2001;
11. Registration Statement No. 333-56776, registering 10,000 shares of Common Stock under the RSPA, as previously filed with the Commission on March 9, 2001;
12. Registration Statement No. 333-61682, registering 15,000,000 shares of Common Stock under the 1996 SOP and registering 500,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on May 25, 2001 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;

13. Registration Statement No. 333-87382, registering 50,000 shares of Common Stock under the RSPA, 9,000,000 shares of Common Stock under the 1996 SOP and 1,500,00 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on May 1, 2002 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
14. Registration Statement No. 333-105296, registering 6,000,000 shares of Common Stock under the 1996 SOP and registering 2,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on May 15, 2003 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
15. Registration Statement No. 333-115658, registering 12,000,000 shares of Common Stock under the 1996 SOP and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on May 20, 2004 and as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 20, 2005;
16. Registration Statement No. 333-125904, registering 25,990,951 shares of Common Stock under the 2005 Equity Incentive Plan (the 2005 EIP ) and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on June 17, 2005;
17. Registration Statement No. 333-141007, registering 10,000,000 shares of Common Stock under the 2005 EIP and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on March 1, 2007;
18. Registration Statement No. 333-153025, registering 5,000,000 shares of Common Stock under the 2005 EIP and registering 2,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on August 14, 2008;
19. Registration Statement No. 333-162649, registering 15,000,000 shares of Common Stock under the 2005 EIP and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on October 23, 2009;
20. Registration Statement No. 333-171216, registering 5,000,000 shares of Common Stock under the 2005 EIP, registering 1,000,000 shares of Common Stock under the 1987 ESPP and registering 89,503 shares of Common Stock under the Avalon Microelectronics Inc. Amended and Restated Stock Option Plan, as previously filed with the Commission on December 16, 2012;
21. Registration Statement No. 333-182868, registering 17,000,000 shares of Common Stock under the 2005 EIP and registering 2,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on July 26, 2012;
- 22.

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Registration Statement No. 333-188953, registering 3,000,000 shares of Common Stock under the 2005 EIP, registering 1,000,000 shares of Common Stock under the 1987 ESPP and registering 55,931 shares of Common Stock under the Enpirion, Inc. 2004 Stock Option Plan, as previously filed with the Commission on May 30, 2013;

23. Registration Statement No. 333-197654, registering 3,000,000 shares of Common Stock under the 2005 EIP and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on July 25, 2014; and

24. Registration Statement No. 333-205867, registering 3,000,000 shares of Common Stock under the 2005 EIP and registering 1,000,000 shares of Common Stock under the 1987 ESPP, as previously filed with the Commission on July 24, 2015.

On December 28, 2015, pursuant to the Agreement and Plan of Merger, dated as of May 31, 2015 (the Merger Agreement ), by and among the Company, Intel Corporation, a Delaware corporation ( Intel ), and 615 Corporation, a Delaware corporation and a wholly owned subsidiary of Intel ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company surviving the Merger as a wholly owned subsidiary of Intel.

As a result of the Merger, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statements, if any. The Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 28th day of December, 2015.

**ALTERA CORPORATION**

By: /s/ Jared Ross  
Name: Jared Ross  
Title: Assistant Secretary