Hauch Carl S Form 3 April 27, 2011

# FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement ADVANCE AUTO PARTS INC [AAP] Hauch Carl S (Month/Day/Year) 04/24/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ADVANCE AUTO PARTS, (Check all applicable) INC, 5008 AIRPORT RD (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting SVP, National Op & Cust Exp Person ROANOKE, VAÂ 24012 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 5,965 (1) (2) (3) (4) (5) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 4) Ex	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		(111Su. 4)	FIICE OI	Derivative	(IIISu. 3)
		Title	Derivative	Security:	
			Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Right	(6)	08/11/2015	Common Stock	5,524	\$ 43.72	D	Â
Stock Appreciation Right	(7)	11/17/2015	Common Stock	7,383	\$ 25.81	D	Â
Stock Appreciation Right	(8)	12/01/2016	Common Stock	4,392	\$ 40.38	D	Â
Stock Appreciation Right	(9)	12/01/2017	Common Stock	5,817	\$ 66.15	D	Â

# **Reporting Owners**

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

### **Signatures**

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

04/27/2011

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 4,671 of the reported securities represent unrestricted common stock of the registrant.

based on the achievement of certain predetermined financial performance as noted above.

- (2) Includes 174 shares of restricted common stock previously awarded under the Advance Auto Parts, Inc. Long Term Incentive Plan which will vest on 8/11/2011.
  - 243 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 11/17/2008 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 3/1/2012, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award
- 310 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 12/1/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on 3/1/2013, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.
  - 567 of the reported securities represents the 75% portion of a restricted stock target equity award granted on 12/1/2010 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant
- (5) may vest on 3/1/2014, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.
- (6) These stock appreciation rights became exercisable in three approximately equal annual installments beginning on 8/11/2009.

Reporting Owners 2

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The reported securities represents the 75% portion of a target equity award granted on 11/17/2008 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on

- (7) 3/1/2012, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.
  - The reported securities represents the 75% portion of a target equity award granted on 12/1/2009 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on
- (8) 3/1/2013, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.
  - The reported securities represents the 75% portion of a target equity award granted on 12/1/2010 which is subject to time-based vesting in three equal annual installments beginning one year from the grant date. The remaining 25% portion of the grant may vest on
- (9) 3/1/2014, if the registrant achieves certain predetermined financial performance targets, subject to certification by the registrant's Compensation Committee. In addition, the reporting person may receive additional shares up to 175% of the target award based on the achievement of certain predetermined financial performance as noted above.



#### **Remarks:**

This Form 3 was executed by Rachel E. Geiersbach as Attorney-in-Fact for Carl S. Hauch pursuant

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.