GENUINE PARTS CO

Form 4

March 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SUSOR ROBERT J			2. Issuer Name and Ticker or Trading Symbol GENUINE PARTS CO [GPC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
2999 CIRCLE 75 PKWY			03/11/2005	_X_ Officer (give title Other (speci below)		
				Exec Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ATLANTA, GA 30339				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or	` ′	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)
Common Stock	03/11/2005		M	8,138	A	\$ 21.4063	40,975 (1)	D	
Common Stock	03/11/2005		F	5,347	D	\$ 43.5	35,628 <u>(1)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and . Underlying \$ (Instr. 3 and
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
i	Employee Stock Option (Right to Buy)	\$ 21.4063	03/11/2005		M		8,138	06/20/2001	06/20/2005	Common Stock
	Stock Appreciation Right (2)	\$ 43.93	03/14/2005		A	24,000		03/14/2006(3)	03/14/2015	Common Stock
i	Employee Stock Option (Right to Buy) (2)	\$ 43.93	03/14/2005		A	24,000		03/14/2006(3)	03/14/2015	Common Stock
	Restricted Stock Units	\$ 0 (4)	03/14/2005		A	3,100		<u>(5)</u>	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address Relation	ships
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Director 10% Owner Officer Other

SUSOR ROBERT J 2999 CIRCLE 75 PKWY ATLANTA, GA 30339

Exec Vice President

Signatures

Carol Yancey Attorney in Fact 03/15/2005

**Signature of Reporting Person Date
Description

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) Includes 1,560 shares acquired through Genuine Partnership Plan (401-K)
- (2) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

(3)

Reporting Owners 2

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The stock appreciation rights vest 1/3 per year beginning on the first anniversary of the grant date provided the reporting person is still employed on those dates, subject to earlier vesting in certain events.

- (4) Each restricted stock unit represents a contingent right to receive one share of GPC common stock at a future date.
- The restricted stock units will be earned on December 31, 2005 provided certain pre-tax profit targets are achieved by GPC for fiscal year (5) 2005. If corned the units will year and convert to shares of common stock on December 31, 2000 provided the reporting person is still
- (5) 2005. If earned, the units will vest and convert to shares of common stock on December 31, 2009 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

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.