NIX JERRY W Form 4 April 04, 2011

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NIX JERRY W Issuer Symbol GENUINE PARTS CO [GPC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title **GENUINE PARTS** 04/01/2011 below) COMPANY, 2999 CIRCLE 75 Vice Chairman and CFO **PKWY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30339 (City) (State) (Zip)

(011)	(State)	Tabl	le I - Non-L	Derivative Sec	curities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispo	sed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 a)	nd 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
				()		Reported	(Instr. 4)	
				(A		Transaction(s)		
			Code V	Amount (I		(Instr. 3 and 4)		
Common Stock	04/01/2011	04/01/2011	G	2,900 D	\$ 53.775	74,251 (1)	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)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right (2)	\$ 54.09	04/01/2011		A	41,400	04/01/2012(3)	04/01/2021	Common Stock	4
Employee Stock Option (Right to Buy) (2)	\$ 54.09	04/01/2011		A	41,400	04/01/2012(3)	04/01/2021	Common Stock	4
Restricted Stock Units	\$ 0 (4)	04/01/2011		A	5,580	<u>(5)</u>	(5)	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NIX JERRY W GENUINE PARTS COMPANY 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	X		Vice Chairman and CFO			

Signatures

Carol B. Yancey Attorney 04/04/2011

**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) Includes 2,394 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) 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, 2011 provided certain pre-tax profit targets are achieved by GPC for fiscal year (5) 2011. If earned, the units will vest and convert to shares of common stock on December 31, 2015 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

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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.