

BREAU RANDALL P

Form 3

January 08, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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
Person *

BREAU RANDALL P

(Last) (First) (Middle)

2999 WILDWOOD PKWY

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2019

3. Issuer Name and Ticker or Trading Symbol
GENUINE PARTS CO [GPC]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President-Motion Industries5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,188

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Appreciation Right ⁽¹⁾	04/01/2016 ⁽²⁾	04/01/2025	Common Stock	862	\$ 91.75	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	04/01/2016 ⁽²⁾	04/01/2025	Common Stock	862	\$ 91.75	D	Â
Stock Appreciation Right ⁽¹⁾	04/01/2017 ⁽²⁾	04/01/2026	Common Stock	3,055	\$ 99.72	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	04/01/2017 ⁽²⁾	04/01/2026	Common Stock	3,055	\$ 99.72	D	Â
Stock Appreciation Right ⁽¹⁾	04/03/2018 ⁽²⁾	04/03/2027	Common Stock	3,265	\$ 90.34	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	04/03/2018 ⁽²⁾	04/03/2027	Common Stock	3,265	\$ 90.34	D	Â
Restricted Stock Units	Â ⁽³⁾	Â ⁽³⁾	Common Stock	758	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,782	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	1,890	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	930	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREAU RANDALL P 2999 WILDWOOD PKWY ATLANTA, GA 30339	Â	Â	Â President-Motion Industries	Â

Signatures

Jennifer Ellis Attorney
in Fact 01/08/2019

__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) 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.
- (2) 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.

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(3) The restricted stock units will vest and convert to shares of common stock on December 1, 2020 provided the reporting person is still employed on that date, 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.

(5) The restricted stock units will vest and convert to shares of common stock on December 1, 2021 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

The restricted stock units will be earned on December 31, 2018 provided certain pre-tax profit targets are achieved by GPC for fiscal year
(6) 2018. If earned, the units will vest and convert to shares of common stock on May 1, 2021 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.

(7) The restricted stock units will vest and convert to shares of common stock on May 1, 2021 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.

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