

ADVANCE AUTO PARTS INC
Form 4
May 28, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WADE JIMMIE L

(Last) (First) (Middle)

**ADVANCE AUTO PARTS,
INC., 5008 AIRPORT RD**

(Street)

ROANOKE, VA 24012

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ADVANCE AUTO PARTS INC
[AAP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, Cust Development Comm

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/20/2008		M		40,000	A	\$ 13.46	86,984	D
Common Stock	05/20/2008		M		25,000	A	\$ 24.34	111,984	D
Common Stock	05/20/2008		S		26,400	D	\$ 38.75	85,584	D
Common Stock	05/20/2008		S		700	D	\$ 38.76	84,884	D
Common Stock	05/20/2008		S		100	D	\$ 38.78	84,784	D

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Common Stock	05/20/2008	S	100	D	\$ 38.79	84,684	D
Common Stock	05/20/2008	S	300	D	\$ 38.8	84,384	D
Common Stock	05/20/2008	S	1,000	D	\$ 38.82	83,384	D
Common Stock	05/20/2008	S	2,500	D	\$ 38.84	80,884	D
Common Stock	05/20/2008	S	100	D	\$ 38.85	80,784	D
Common Stock	05/20/2008	S	900	D	\$ 38.86	79,884	D
Common Stock	05/20/2008	S	200	D	\$ 38.87	79,684	D
Common Stock	05/20/2008	S	300	D	\$ 38.88	79,384	D
Common Stock	05/20/2008	S	1,300	D	\$ 38.89	78,084	D
Common Stock	05/20/2008	S	900	D	\$ 38.9	77,184	D
Common Stock	05/20/2008	S	100	D	\$ 38.91	77,084	D
Common Stock	05/20/2008	S	300	D	\$ 38.92	76,784	D
Common Stock	05/20/2008	S	200	D	\$ 38.93	76,584	D
Common Stock	05/20/2008	S	1,200	D	\$ 38.94	75,384	D
Common Stock	05/20/2008	S	600	D	\$ 38.95	74,784	D
Common Stock	05/20/2008	S	100	D	\$ 38.97	74,684	D
Common Stock	05/20/2008	S	900	D	\$ 38.98	73,784	D
Common Stock	05/20/2008	S	600	D	\$ 39	73,184	D
Common Stock	05/20/2008	S	800	D	\$ 39.01	72,384	D
Common Stock	05/20/2008	S	200	D	\$ 39.02	72,184	D
	05/20/2008	S	200	D		71,984	D

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Common Stock					\$ 39.03		
Common Stock	05/20/2008	S	23,186	D	\$ 38.75	48,798	D
Common Stock	05/20/2008	S	514	D	\$ 38.76	48,284	D
Common Stock	05/20/2008	S	1,300	D	\$ 38.78	46,984	D

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

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(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.46	05/20/2008		M		40,000		<u>(1)</u>	02/18/2010	Common Stock	40,000
Stock Option (right to buy)	\$ 24.34	05/20/2008		M		25,000		<u>(2)</u>	08/18/2010	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WADE JIMMIE L ADVANCE AUTO PARTS, INC. 5008 AIRPORT RD ROANOKE, VA 24012	EVP, Cust Development Comm

Signatures

/s/ Rachel E. Geiersbach, as Attorney-in-Fact for Jimmie L.
Wade

05/28/2008

__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) These shares became exercisable in three equal annual installments beginning on February 18, 2004.
 - (2) These shares became exercisable in three equal annual installments beginning on August 18, 2004.

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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