NIX JERRY W Form 4 April 04, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	Address of Reporting Y W	Symbol	r Name <b>and</b> Ticker or Trading  [NE PARTS CO [GPC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) GENUINE COMPAN' PKWY	, , ,	(Month/I 04/01/2	f Earliest Transaction Day/Year) 011	X Director 10% Owner X Officer (give title Other (specify below) Vice Chairman and CFO		
ATLANTA	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Stock	04/01/2011	04/01/2011	G 2,900 D 53.775	74,251 <u>(1)</u> D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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.