GENUINE PARTS CO

Form 5

February 10, 2017

FORM 5

OMB APPROVAL

3235-0362

1.0

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

Number: January 31, Expires: 2005

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * LOUDERMILK ROBERT C JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GENUINE PARTS CO [GPC]

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 12/31/2016

X Director 10% Owner Officer (give title Other (specify

below)

309 E PACES FERRY ROAD NE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

below)

ATLANTA. GAÂ 30305

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X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)

(State)

(Zip)

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Transaction Code (Instr. 8)

Â

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned at end of Issuer's

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

D

Beneficial Ownership (Instr. 4)

Â

Â

or Amount (D) Price

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Fiscal Year (Instr. 3 and 4)

13,506 (1)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction Number Derivative Conversion

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pric **Underlying Securities** Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		(Month/Day/Year)		(Instr. 3 and 4	4)	Securit (Instr.
					4, and 5 (A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	Â	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	5,971	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LOUDERMILK ROBERT C JR 309 E PACES FERRY ROAD NE ATLANTA, GA 30305	ÂΧ	Â	Â	Â			

Signatures

David A. Haskett Attorney 02/10/2017 in Fact

**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 338 shares acquired through dividend reinvestment program.
- (2) Security converts to Common Stock on a one for one basis.
- (3) Exercisable and expiration date is equal to effective retirement date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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