GENUINE PARTS CO Form 4 April 04, 2017

FORM 4

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

SECURITIES

OMB 3235-0287

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or

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).

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(Print or Type Responses)

1. Name and Address of Reporting Person * Breen Timothy P

2. Issuer Name and Ticker or Trading Symbol

GENUINE PARTS CO [GPC]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/03/2017

(Check all applicable) Director 10% Owner

X_ Officer (give title Other (specify below) below) **Executive Vice President**

(Street)

2999 WILDWOOD PKWY

4. If Amendment, Date Original Filed(Month/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

ATLANTA, GA 30339

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

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

Transaction(s)

(Instr. 4) (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise Code Securities (Month/Day/Year) any

7. Title and Amou

Underlying Secur

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Stock Appreciation Right (1)	\$ 90.34	04/03/2017		A	7,920	04/03/2018(2)	04/03/2027	Common Stock	7,9
Employee Stock Option (Right to Buy) (1)	\$ 90.34	04/03/2017		A	7,920	04/03/2018(2)	04/03/2027	Common Stock	7,9
Restricted Stock Units	\$ 0 (3)	04/03/2017		A	3,655	<u>(4)</u>	<u>(4)</u>	Common Stock	3,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Breen Timothy P 2999 WILDWOOD PKWY ATLANTA, GA 30339

Executive Vice President

Signatures

David A. Haskett Attorney in Fact

04/04/2017

**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) 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.
- (3) 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, 2017 provided certain pre-tax profit targets are achieved by GPC for fiscal year (4) 2017. If earned, the 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.

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.

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