

Yancey Carol B
Form 3
March 05, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Yancey Carol B		(Month/Day/Year)	GENUINE PARTS CO [GPC]	
(Last)	(First)	(Middle)	03/01/2013	
2999 CIRCLE 75 PKWY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ATLANTA,Â GAÂ 30339			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP Finance, Corp Sec and CFO	

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	21,588 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Appreciation Right ⁽²⁾	03/27/2008	03/27/2017	Common Stock	9,000	\$ 49.16	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	03/27/2008	03/27/2017	Common Stock	9,000	\$ 49.16	D	Â
Stock Appreciation Right ⁽²⁾	04/01/2011 ⁽³⁾	04/01/2020	Common Stock	8,300	\$ 42.66	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	04/01/2011 ⁽³⁾	04/01/2020	Common Stock	8,300	\$ 42.66	D	Â
Stock Appreciation Right ⁽²⁾	04/01/2012 ⁽³⁾	04/01/2021	Common Stock	8,300	\$ 54.09	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	04/01/2012 ⁽³⁾	04/01/2021	Common Stock	8,300	\$ 54.09	D	Â
Stock Appreciation Right ⁽²⁾	04/02/2013 ⁽³⁾	04/02/2022	Common Stock	5,350	\$ 63.28	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	04/02/2013 ⁽³⁾	04/02/2022	Common Stock	5,350	\$ 63.28	D	Â
Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	1,500	\$ ⁽⁵⁾	D	Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	1,500	\$ ⁽⁵⁾	D	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	2,025	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yancey Carol B 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Â	Â	Â EVP Finance, Corp Sec and CFO	Â

Signatures

Carol B. Yancey 03/05/2013

 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) Includes 1,237 shares acquired through Genuine Partnership Plan (401-K)

(2)

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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) The restricted stock units will vest and convert to shares of common stock on December 31, 2014 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.
- (5) Each restricted stock unit represents a contingent right to receive one share of GPC common stock at a future date.
- (6) The restricted stock 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.
- (7) The restricted stock units will vest and convert to shares of common stock on December 1, 2016 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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