

LKQ CORP
Form 4
May 06, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanley Walter P

(Last) (First) (Middle)

C/O LKQ CORPORATION, 120
NORTH LASALLE STREET,
SUITE 3300

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LKQ CORP [lkqx]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP -- Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	05/04/2009		M			20,000	A	\$ 2	85,000	D	
Common Stock	05/04/2009		M			22,400	A	\$ 3.25	107,400	D	
Common Stock	05/04/2009		S			42,400	D	\$ 17.48 <u>(1)</u>	65,000	D	
Common Stock	05/05/2009		M			7,600	A	\$ 3.25	72,600	D	
	05/05/2009		M			22,000	A		94,600	D	

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Common Stock					\$			
					4.165			
Common Stock	05/05/2009		S	32,600	D	\$	17.49	62,000
						(2)		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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)(12/01/2002 grant)	\$ 2	05/04/2009		M	20,000	(3) 12/01/2012	Common Stock
Employee Stock Option (right to buy)(10/02/2003 grant)	\$ 3.25	05/04/2009		M	22,400	(3) 10/02/2013	Common Stock
Employee Stock Option (right to buy)(10/02/2003 grant)	\$ 3.25	05/05/2009		M	7,600	(3) 10/02/2013	Common Stock
Employee Stock Option (right to buy)(01/28/2005 grant)	\$ 4.165	05/05/2009		M	22,000	(4) 01/28/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Hanley Walter P
C/O LKQ CORPORATION
120 NORTH LASALLE STREET, SUITE 3300
CHICAGO, IL 60602

Senior VP -- Development

Signatures

/s/ Victor M. Casini,
Attorney-in-fact

05/06/2009

__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 price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$17.4586 to \$17.5105. The reporting person undertakes to provide upon request by the Commission staff, by the issuer, or by a security holder of the issuer full information regarding the number of shares sold at each separate price.

The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$17.4779 to \$17.55. The reporting person undertakes to provide upon request by the Commission staff, by the issuer, or by a security holder of the issuer full information regarding the number of shares sold at each separate price.
 - (2) The option is exercisable with respect to 10% of the number of shares subject to the option on each six month anniversary of the grant date.
 - (3) The option is exercisable with respect to 50% of the number of shares subject to the option on June 14, 2005 and with respect to an additional 5.555% of the number of shares subject to the option on January 14, 2006 and each six month anniversary thereafter until January 14, 2010.

Remarks:

The information regarding share numbers and exercise prices of stock options reflects the two-for-one splits of the common stock.

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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