Edgar Filing: HOLDER JOHN R - Form 4

HOLDER JC Form 4									
April 04, 201	ГЛ								PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Section 17(rsuant to Se (a) of the P	ection 1 ublic U	SECUI 6(a) of th tility Hol	RITIES ne Secur ding Co	ities Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti 1940	Estimated burden hou response	urs per
(Print or Type F	Responses)								
1. Name and Address of Reporting Person <u>*</u> HOLDER JOHN R			2. Issuer Name and Ticker or Trading Symbol GENUINE PARTS CO [GPC]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 222 PIEDMONT AVE NE			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2011			(Check all applicable) <u></u> Director <u></u> Officer (give title below) below) <u></u> Other (specify below)			
ATLANTA	(Street) , GA 30308			endment, D nth/Day/Yea	-	al			erson
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivativ	e Securities A	Person Acquired, Disposed	of, or Beneficia	ally Owned
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	d Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi nAcquired Disposed (Instr. 3,	ities d (A) or d of (D) 4 and 5) (A) or	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
Reminder: Rep	ort on a separate line	e for each clas	ss of sect	urities bene	Pers infor requ	ons who re mation con ired to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security			 (A) or Disposed of (D) (Instr. 3, 4, and 5) 						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/01/2011	А		2,000		(2)	(2)	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
HOLDER JOHN R 222 PIEDMONT AVE NE ATLANTA, GA 30308	Х			
Signatures				
Carol B. Yancey Attorney in Fact	C	4/04/2011		
**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) Each restricted stock unit represents a vested right to receive one share of GPC common stock at a future date.
- (2) The restricted stock units vest immediately and convert to shares of GPC common stock on the earliest of (i) a change in control of GPC, (ii) the grantee's termination as a director of GPC by reason of death, disability or retirement, or (iii) April 1, 2016.

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.