#### JOHNS MICHAEL M E

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 01, 2013

| <b>FORM</b>   | 15  |  |   |                      |   |   |  | OMB A  | PPROVAL            |  |
|---|---|--|---|----------------------|---|---|--|--|--------------------|--|
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION                                  |   |  |   |                      |   |   | OMMISSION  | OMB<br>Number:   | 3235-036           |  |
| Check this<br>no longer   |   | Was  | Washington, D.C. 20549 ATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES |                      |   |   |  | Expires:   | January 31<br>2005 |  |
| to Section Form 4 or 5 obligation may conti                                       | Form ANNU<br>ons<br>inue.                               |  |   |                      |   |   | EFICIAL  | Estimated average burden hours per response 1                        |                    |  |
| See Instru<br>1(b).<br>Form 3 He<br>Reported<br>Form 4<br>Transaction<br>Reported | Filed purs oldings Section 17(a                         | uant to Section 10<br>) of the Public Ut<br>30(h) of the In-                         | ility Holdin  | g Compa              | ny A  | ct of   | 1935 or Section  | n  |                    |  |
|   | Address of Reporting P<br>CHAEL M E                     | Symbol   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol GENUINE PARTS CO [GPC] |                      |   |   | 5. Relationship of Reporting Person(s) to Issuer   |  |                    |  |
| (Last)  | (First) (M  | st) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012 |   |                      | -   | (Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify |  |  |                    |  |
| GENUINE<br>COMPANY<br>PKWY  | PARTS<br>Y, 2999 CIRCLE                                 | .75  |   |                      |   | 1   | below)   | below)   |                    |  |
|   | (Street)  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                      |                      |   |   | 6. Individual or Joint/Group Reporting   |  |                    |  |
|   |   |  |   |                      | (chec   | ck applicable line)   |  |  |                    |  |
| ATLANTA   | ,, GA 30339   |  |   |                      |   |   | _X_ Form Filed by Form Filed by Person   |  |                    |  |
| (City)  | (State)   | Zip) Table   | e I - Non-Deri  | vative Sec           | urities   | s Acqu  | ired, Disposed o   | f, or Beneficial   | lly Owned          |  |
| 1.Title of<br>Security<br>(Instr. 3)  | ecurity (Month/Day/Year) Execution (Month/Day/Year) any |  | 3.<br>Transaction<br>Code<br>(Instr. 8)                                   | Acquired<br>Disposed | I. Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)  (A) or Amount (D) Price |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                    |  |
| Common<br>Stock   | Â   | Â  | Â   | Â                    | Â   | Â   | 6,902 (1)  | D  | Â                  |  |

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

Persons who respond to the collection of information

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

SEC 2270

(9-02)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) |   | 4.<br>Transaction<br>Code<br>(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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|---|---|--------------------------------------|---|---|---|--|--------------------|---|-------------------------------------|------------------------------------|
|   |   |                                      |   |   | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                    |
| Phantom<br>Shares                                   | Â   | Â                                    | Â | Â                                       | Â   | (3)  | (3)                | Common<br>Stock   | 17,587                              | Â                                  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |      |  |  |
|--|---------------|-----------|---------|------|--|--|
| <b>Fg</b>  | Director      | 10% Owner | Officer | Othe |  |  |
| JOHNS MICHAEL M E<br>GENUINE PARTS COMPANY<br>2999 CIRCLE 75 PKWY<br>ATLANTA, GA 30339 | ÂX            | Â         | Â       | Â    |  |  |

# **Signatures**

Carol B. Yancey Attorney o2/01/2013 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 34 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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