Edgar Filing: JOHNS MICHAEL M E - Form 4

Form 4	ICHAEL M E									
February 2								PPROVAL		
FOR	M 4 UNITED					E COMMISSION			7	
Check	this box	V	Vashington	, D.C. 20)549		Number:	3235-028 January 31		
if no lo subject Sectior Form 4 Form 5 obligat	onger t to n 16. 4 or 5 Filed pur	rsuant to Sectio	SECUR n 16(a) of th	RITIES le Securi	ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Sectio	Expires: Estimated burden hor response	2009 average urs per	5	
	struction		Investment	•	• •		201			
(Print or Type	e Responses)									
	l Address of Reporting IICHAEL M E	Symb	2. Issuer Name and Ticker or Trading Symbol GENUINE PARTS CO [GPC]			5. Relationship of Reporting Person(s) to Issuer				
(Lest)	(Einst) ((Check all applicable)				
(Last)	(First) (3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner				
GENUINI COMPAN PKWY	E PARTS VY, 2999 CIRCLE	02/1	9/2009			Officer (give below)	e title Oth below)	ner (specify		
	(Street)	4. If A	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	A C A 20220	Filed(Month/Day/Yea	r)		Applicable Line) _X_ Form filed by Form filed by I	One Reporting P More than One R			
	A, GA 30339					Person				
(City)	(State)	(Zip) T	able I - Non-I	Derivative	Securities A	Acquired, Disposed o	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	Disposed (Instr. 3,	(A) or of (D)	Securities D Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: R	eport on a separate line	e for each class of s	ecurities benef	ficially ow	ned directly	or indirectly.				
				inforr requi	nation cont red to resp ays a curre	spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)		
	Tab		Securities Acq alls, warrants			Beneficially Owned securities)				
1. Title of Derivative		saction Date 3A. /Day/Year) Exec	Deemed aution Date, if	4. Transac	5. tionNumber	6. Date Exercisable Expiration Date		and Amount of ing Securities	8. Price of Derivative	

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	4)	Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0 <u>(1)</u>	02/19/2009		А	84	(2)	(2)	Common Stock	84	\$ 29.71

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
JOHNS MICHAEL M E GENUINE PARTS COMPANY 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Х			
Signatures				
Carol B. Yancey Attorney in Fact	02/20/2009			
**Signature of Reporting Person		Date		
Evaloretion of Dec				

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) Security converts to Common Stock on a one for one basis.
- (2) 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 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.