

GENUINE PARTS CO
Form 3
February 18, 2015

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

OMB APPROVAL

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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 Breen Timothy P | | (Month/Day/Year) | GENUINE PARTS CO [GPC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/16/2015 | | |
| 2999 CIRCLE 75 PKWY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| ATLANTA,Â GAÂ 30339 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Executive Vice President | |

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 | 2,649 ⁽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⁾ | 04/01/2012 ⁽³⁾ | 04/01/2021 | Common Stock | 3,000 | \$ 54.09 | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 04/01/2012 ⁽³⁾ | 04/01/2021 | Common Stock | 3,000 | \$ 54.09 | D | Â |
| Stock Appreciation Right ⁽²⁾ | 04/02/2013 ⁽³⁾ | 04/02/2022 | Common Stock | 4,500 | \$ 63.28 | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 04/02/2013 ⁽³⁾ | 04/02/2022 | Common Stock | 4,500 | \$ 63.28 | D | Â |
| Stock Appreciation Right ⁽²⁾ | 04/01/2014 ⁽³⁾ | 04/01/2023 | Common Stock | 4,200 | \$ 77.12 | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 04/01/2014 ⁽³⁾ | 04/01/2023 | Common Stock | 4,200 | \$ 77.12 | D | Â |
| Stock Appreciation Right ⁽²⁾ | 04/01/2015 ⁽³⁾ | 04/01/2024 | Common Stock | 5,500 | \$ 86.8 | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 04/01/2015 ⁽³⁾ | 04/01/2024 | Common Stock | 5,500 | \$ 86.8 | D | Â |
| Restricted Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 750 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 1,144 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 2,711 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Breen Timothy P 2999 CIRCLE 75 PKWY ATLANTA, GA 30339 | Â | Â | Â Executive Vice President | Â |

Signatures

David A. Haskett Attorney
in Fact 02/18/2015

 *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 912 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, 2015 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 1, 2016 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, 2018 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. 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.