

LKQ CORP  
Form 4  
January 16, 2015

**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, 500  
WEST MADISON STREET, SUITE  
2800

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/14/2015

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 of Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	01/14/2015		F <sup>(1)</sup>		8,445	D		\$ 26,2175	203,808	D	
Common Stock	01/15/2015		S <sup>(2)</sup>		18,159	D		\$ 25.8445	185,649	D	
Common Stock	01/15/2015		M		8,000	A		\$ 9.9825	193,649	D	
Common Stock	01/15/2015		F <sup>(4)</sup>		4,864	D		\$ 25.855	188,785	D	
	01/16/2015		S <sup>(2)</sup>		3,136	D			185,649	D	

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Common Stock \$ 25.2009  
(5)

Common Stock 40,117 I By Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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)
Employee Stock Option (right to buy)(01/08/2010 grant)	\$ 9.9825	01/15/2015		M	8,000	(6) 01/08/2020	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanley Walter P C/O LKQ CORPORATION 500 WEST MADISON STREET, SUITE 2800 CHICAGO, IL 60661			Senior VP of Development	

Signatures

/s/ Victor M. Casini, Attorney-in-fact 01/16/2015  
\*\*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) This transaction represents shares withheld by the issuer to pay the tax withholding amount required upon the vesting of restricted stock units.
  - (2) The sale reported on this Form 4 was affected pursuant to a 10b5-1 plan.  
The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$25.64 to \$26.01.
  - (3) The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
  - (4) This transaction represents shares withheld by the issuer to pay the tax withholding amount and the exercise price required upon exercise of the stock options.  
The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$25.19 to \$25.21.
  - (5) The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
  - (6) 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.

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.