ADVANCE AUTO PARTS INC

Form 4 May 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STEVENS S LYNN Issuer Symbol ADVANCE AUTO PARTS INC (Check all applicable) [AAP] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) C/O ADVANCE AUTO PARTS, 05/23/2005 Senior VP and CIO INC., 5673 AIRPORT ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ROANOKE, VA 24012

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 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 Beneficial Ownership (Instr. 4)
Common	05/23/2005		Code V M	Amount 20,000	(D)	Price \$ 21	0	D	
Stock	03/23/2003		1V1	20,000	А	Ψ Δ1	U	D	
Common Stock	05/23/2005		M	13,333	A	\$ 20.19	0	D	
Common Stock	05/23/2005		S	33,333	D	\$ 59.44	40,438	D	

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21	05/23/2005		M	20,000	<u>(1)</u>	03/12/2009	Common Stock	20,000
Stock Option (right to buy)	\$ 20.19	05/23/2005		M	13,333	(2)	02/18/2010	Common Stock	13,333

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEVENS S LYNN C/O ADVANCE AUTO PARTS, INC. 5673 AIRPORT ROAD

Senior VP and CIO

ROANOKE, VA 24012

Signatures

/s/ Eric M. Margolin, as Attorney-in-Fact for S. Lynn Stevens 05/25/2005

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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 option became exercisable in approximately three equal annual installments beginning on March 12, 2003.
- (2) This option became exercisable in approximately three equal annual installments beginning on February 18, 2004.

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.

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