JOHNS JOHN D Form 4 April 23, 2009

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* JOHNS JOHN D

(Middle) (First)

**GENUINE PARTS** COMPANY, 2999 CIRCLE 75

**PKWY** 

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

GENUINE PARTS CO [GPC] 3. Date of Earliest Transaction

(Month/Day/Year) 04/22/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X\_ Director

Applicable Line)

5. Amount of

Securities

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

ATLANTA, GA 30339

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Beneficially Owned Following Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionNumber Conversion

5.

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price of Underlying Securities Derivative

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

#### Edgar Filing: JOHNS JOHN D - Form 4

| Security (Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                       | /Year)             | (Instr. 3 and 4) |  | Security (Instr. 5) |
|---------------------|---|------------|-------------------------|-----------------|--|-----------------------|--------------------|------------------|--|---------------------|
|                     |   |            |                         | Code V          | (A) (D   | ) Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |                     |
| Phantom<br>Shares   | \$ 0 (1)  | 04/22/2009 |                         | A               | 36   | (2)                   | (2)                | Common<br>Stock  | 36                                     | \$ 34.6             |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| 1   | Director      | 10% Owner | Officer | Other |  |  |  |
| JOHNS JOHN D<br>GENUINE PARTS COMPANY<br>2999 CIRCLE 75 PKWY<br>ATLANTA, GA 30339 | X             |           |         |       |  |  |  |

### **Signatures**

\*\*Signature of Reporting Person

Carol B. Yancey Attorney 04/23/2009 in Fact

# **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.

Reporting Owners 2