

GENUINE PARTS CO
Form 3
August 21, 2007

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 Donahue Paul D		(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)
2999 CIRCLE 75 PKWY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President	
ATLANTA,Â GAÂ 30339			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	760 ⁽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)	
Employee Stock Option (Right to Buy)	10/01/2004	10/01/2013	Common Stock	15,000	\$ 32.05	D	Â
Stock Appreciation Right ⁽²⁾	04/19/2005 ⁽³⁾	04/19/2014	Common Stock	18,000	\$ 36.58	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	04/19/2005 ⁽³⁾	04/19/2014	Common Stock	18,000	\$ 36.58	D	Â
Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,400	\$ ⁽⁵⁾	D	Â
Stock Appreciation Right ⁽²⁾	03/14/2006 ⁽³⁾	03/14/2015	Common Stock	18,000	\$ 43.93	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	03/14/2006 ⁽³⁾	03/14/2015	Common Stock	18,000	\$ 43.93	D	Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	2,113	\$ ⁽⁵⁾	D	Â
Stock Appreciation Right ⁽²⁾	03/27/2007 ⁽³⁾	03/27/2016	Common Stock	18,000	\$ 44.2	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	03/27/2007 ⁽³⁾	03/27/2016	Common Stock	18,000	\$ 44.2	D	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	2,400	\$ ⁽⁵⁾	D	Â
Stock Appreciation Right ⁽²⁾	03/27/2008 ⁽³⁾	03/27/2017	Common Stock	24,000	\$ 49.16	D	Â
Employee Stock Option (Right to Buy) ⁽²⁾	03/27/2008 ⁽³⁾	03/27/2017	Common Stock	24,000	\$ 49.16	D	Â
Restricted Stock Units	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	3,100	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donahue Paul D 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Â	Â	Â Executive Vice President	Â

Signatures

Carol B. Yancey Attorney
in Fact 08/21/2007

 **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 260 shares acquired through Genuine Partnership Plan (401-K)
- (2) 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, 2008 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 31, 2009 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 31, 2010 provided the reporting person is still employed on that date, subject to earlier vesting in certain events.
The restricted stock units will be earned on December 31, 2007 provided certain pre-tax profit targets are achieved by GPC for fiscal year
- (8) 2007. If earned, the units will vest and convert to shares of common stock on December 31, 2011 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.

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