

GENUINE PARTS CO

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362

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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).

Form 3 Holdings Reported

Form 4

Transactions

Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 19401. Name and Address of Reporting Person *
JOHNS MICHAEL M E

(Last)

(First)

(Middle)

GENUINE PARTS
COMPANY, 2999 CIRCLE 75
PKWY

(Street)

2. Issuer Name and Ticker or Trading Symbol
GENUINE PARTS CO [GPC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director☐ 10% Owner☐ Officer (give title below)☐ Other (specify below)

ATLANTA, GA 30339

(City)

(State)

(Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004
					803	D	

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Acquired (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 Securities (Instr. 3 and 4)	8. Pric Deriva Securi (Instr.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Shares	Â	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock	5,697 Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNS MICHAEL M E GENUINE PARTS COMPANY 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Â X	Â	Â	Â

Signatures

Carol Yancey Attorney
in Fact 02/14/2005

__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) 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 provided is insufficient, *see* Instruction 6 for procedure.
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