

Samuelson Larry  
Form 4  
April 30, 2007

**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 \*  
Samuelson Larry

2. Issuer Name and Ticker or Trading Symbol  
GENUINE PARTS CO [GPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2999 CIRCLE 75 PKWY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/26/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President - Automotive Parts

ATLANTA, GA 30339

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	04/26/2007		M		15,426	A	\$ 32.0938
Common Stock	04/26/2007		F		9,881	D	\$ 50.105
Common Stock	04/26/2007		M		40,000	A	\$ 32.04
Common Stock	04/26/2007		F		8,567	D	\$ 50.105
Common Stock	04/26/2007		M		30,000	A	\$ 36.58

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Common Stock	04/26/2007	D	21,903	D	\$ 50.105	65,337 <sup>(1)</sup>	D
Common Stock	04/26/2007	F	2,628	D	\$ 50.105	62,709 <sup>(1)</sup>	D
Common Stock	04/30/2007	S	30,447	D	\$ 49.55	32,262 <sup>(1)</sup>	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.0938	04/26/2007		M	15,426	04/19/2000	04/19/2009	Common Stock	15,426
Stock Options (Right to Buy)	\$ 32.04	04/26/2007		M	40,000	08/19/2003	08/19/2012	Common Stock	40,000
Stock Appreciation Right	\$ 36.58	04/26/2007		M	30,000	04/19/2005	04/19/2014	Common Stock	30,000
Stock Options (Right to Buy)	\$ 36.58	04/26/2007		M	30,000	04/19/2005	04/19/2014	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

Samuelson Larry  
2999 CIRCLE 75 PKWY  
ATLANTA, GA 30339

President - Automotive Parts

## Signatures

Carol B. Yancey Attorney  
in Fact

04/30/2007

\_\_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) Includes 1,814 shares acquired through Genuine Partnership Plan (401-K)

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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