

Clayton Robert Bruce
Form 3
November 23, 2004

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 *

Â Clayton Robert Bruce

(Last) (First) (Middle)

2999 CIRCLE 75 PKWY

(Street)

ATLANTA,Â GAÂ 30339

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/15/2004

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Sr Vice Pres Human Resources

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

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

4,900 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 Date

Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy) ⁽²⁾	08/19/2003	08/19/2012	Common Stock	20,000	\$ 32.04	D	Â
Stock Appreciation Right ⁽³⁾	04/19/2005 ⁽⁴⁾	04/19/2014	Common Stock	9,000	\$ 36.58	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	04/19/2005 ⁽⁴⁾	04/19/2014	Common Stock	9,000	\$ 36.58	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,200	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clayton Robert Bruce 2999 CIRCLE 75 PKWY ATLANTA, GA 30339	Â	Â	Â Sr Vice Pres Human Resources	Â

Signatures

Robert Clayton 11/23/2004

⁽¹⁾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 581 shares acquired through Genuine Partnership Plan (401-K)

(2) Grant is exercisable as noted below: 6,667 08/19/2003 6,666 08/19/2004 6,667 08/19/2005

(3) 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.

(4) 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.

The restricted stock units will be earned on December 31, 2004 provided certain pre-tax profit targets are achieved by GPC for fiscal year 2004. If earned, the 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.

(6) Each restricted stock unit represents a contingent right to receive one share of GPC common stock at a future date.

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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