

Clark Michael S.
Form 4
December 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Clark Michael S.

2. Issuer Name and Ticker or Trading Symbol
LKQ CORP [LKQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O LKQ CORPORATION, 500
WEST MADISON STREET, SUITE
2800

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP of Finance and Controller

(Street)
CHICAGO, IL 60661

4. 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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/13/2017 | | M | A | \$ 10.73 | 61,860 | D |
| Common Stock | 12/13/2017 | | M | A | \$ 9.9825 | 64,360 | D |
| Common Stock | 12/13/2017 | | S | D | \$ 40.0711 | 56,860 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) (06/02/2008 grant) | \$ 10.73 | 12/13/2017 | | M | 5,000 | (2) 06/02/2018 | Common Stock | 5,000 |
| Employee Stock Option (right to buy)(01/08/2010 grant) | \$ 9.9825 | 12/13/2017 | | M | 2,500 | (2) 01/08/2020 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Michael S. C/O LKQ CORPORATION 500 WEST MADISON STREET, SUITE 2800 CHICAGO, IL 60661 | | | VP of Finance and Controller | |

Signatures

/s/ Victor M. Casini,
Attorney-in-fact 12/21/2017

__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).
- The price reflects the weighted average sale price of the transactions reported. The price range of such transactions was \$40.068 to \$40.084. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

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- (2) The option is exercisable with respect to 10% of the number of shares subject to the option on each six month anniversary of the grant 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.