

0437

GENUINE PARTS COMPANY

2999 CIRCLE 75 PARKWAY
ATLANTA GEORGIA 30339

CAROL B. YANCEY
VICE PRESIDENT AND
CORPORATE SECRETARY

(770) 953-7000

RECEIVED
OFFICE OF THE SECRETARY

August 9, 2002

AUG 9 2002

Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street N.W.
Washington, D.C. 20549

**Re: Securities and Exchange Commission File No. 4-460:
Order Requiring the Filing of Sworn Statements Pursuant to Section
21(a)(1) of the Securities Exchange Act of 1934**

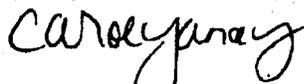
Ladies and Gentlemen:

Enclosed for filing with the Commission in accordance with the Order referenced above are executed originals of the statements under oath of Larry L. Prince (principal executive officer) and Jerry W. Nix (principal financial officer) of Genuine Parts Company regarding facts and circumstances relating to Exchange Act filings, each in the form of Exhibit A to the Order.

Please acknowledge receipt of this letter by stamping and returning the enclosed copy of this cover letter to me in the enclosed self-addressed stamped envelope.

Please call me at (770) 953-1700 if you have any questions.

Sincerely,



Carol B. Yancey
Vice President and Corporate Secretary

CY/jk

Enclosures

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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Larry L. Prince, Chairman of the Board of Directors and Chief Executive Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Genuine Parts Company, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Genuine Parts Company;
- all reports on Form 10-Q, all reports on Form 8-K, and all definitive proxy materials of Genuine Parts Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing


 LARRY L. PRINCE
 Chairman of the Board of Directors,
 Chief Executive Officer (Principal Executive Officer)
 August 9, 2002

Subscribed and sworn to before me
 on 9 day of
August, 2002.

 Notary Public:

My Commission Expires:

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AUG 9 2002

Notary Public, Cherokee County, Georgia
My Commission Expires Nov. 8, 2004