

OREILLY DAVID E
Form 4
November 16, 2012

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 *
OREILLY DAVID E

2. Issuer Name and Ticker or Trading Symbol
O REILLY AUTOMOTIVE INC
[ORLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
233 S. PATTERSON AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

SPRINGFIELD, MO 65802

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/13/2012		G	V 1,015 D \$ 89.61	287,204	D	
Common Stock	11/14/2012		M	20,600 A \$ 18.775	307,804	D	
Common Stock	11/14/2012		S	20,600 D \$ 89.2073	287,204	D	
Common Stock	11/15/2012		M	36,900 D \$ 18.775	324,104	D	
Common Stock	11/15/2012		S	36,900 D \$ 89.3467	287,204 ⁽¹⁾	D	

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Common Stock	11/09/2012	G	V	196,500	D	\$ 89.27	1,191,501	I	Indirectly as trustee for reporting person's children and of a GRAT, and in the Company's 401k Plan.
Common Stock	11/13/2012	G	V	855	D	\$ 89.61	<u>1,190,646</u> ⁽²⁾	I	Indirectly as trustee for reporting person's children and of a GRAT, and in the Company's 401k Plan.

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified employee stock options (right to buy)	\$ 18.775	11/14/2012		M	20,600	02/05/2005 ⁽³⁾	02/05/2014	Common Stock
Nonqualified employee	\$ 18.775	11/15/2012		M	36,900	02/05/2005 ⁽³⁾	02/05/2014	Common Stock

stock options
(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY DAVID E 233 S. PATTERSON AVE SPRINGFIELD, MO 65802	X		Chairman of the Board	

Signatures

/s/ David
O'Reilly 11/16/2012

**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) Total includes 6,379 restricted shares awarded under the Company's Performance Incentive Plan and 280,825 shares held directly by Mr. O'Reilly.
- (2) Total includes 1,146,302 shares held as trustee for reporting person's children, 36,750 shares held in a Grantor Retained Annuity Trust (GRAT) and 7,594 shares held in the Company's 401k Plan.
- (3) The options vest in four equal annual installments, beginning on this 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.