

OREILLY DAVID E
Form 4
February 04, 2013

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 *
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)
01/31/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 01/31/2013 | | A | (A) or (D) V Amount Price 3,104 (1) 92.65 | \$ 290,308 | D | |
| Common Stock | 02/02/2013 | | F | (A) or (D) V Amount Price 435 (2) 93.39 | \$ 289,873 (3) | D | |
| Common Stock | | | | | 1,190,646 (4) | I | Indirectly as trustee for reporting person's children and a GRAT, and in the Company's |

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Total includes 8,358 restricted shares awarded under the Company's Performance Incentive Plan and 281,515 shares held directly by Mr. O'Reilly.

- (4) Total includes 1,146,302 shares held as trustee for reporting person's children, 36,750 shares held as trustee in a Grantor Retained Annuity Trust (GRAT) and 7,594 shares held in the Company's 401k plan.

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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