

OREILLY CHARLES H JR  
Form 4/A  
December 07, 2006

**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 CHARLES H JR

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

233 SOUTH PATTERSON

11/16/2006

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/17/2006

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

SPRINGFIELD, MO 65802

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/17/2006	11/17/2006	S	10,000 (1) D \$ 33.054	92,000	I	Indirectly through the reporting person's mother.
Common Stock					483,560	D	
Common Stock					383,765	I	Indirectly through the reporting

person's children.

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)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-columns for 'Date Exercisable' and 'Expiration Date' with options V, A, D, and 'Amount or Number of Shares'.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Includes entry for OREILLY CHARLES H JR, 233 SOUTH PATTERSON, SPRINGFIELD, MO 65802 with a relationship of Director (X).

Signatures

Signature: Charles H. O'Reilly Jr. Date: 12/07/2006. Includes text: \*\*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).
These shares became indirectly beneficially owned by the reporting person on April 20, 2005, by virtue of his becoming trustee of of the (1) Charles H. O'Reilly Sr. Revocable Trust, a trust with his mother as the sole beneficiary. These shares were omitted from 9 Forms 4 filed by the reporting person after the date on which the reporting person became the trustee of such trust.

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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