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O REILLY AUTOMOTIVE INC

Form 4 March 16, 2015

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

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

SECURITIES

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

ELLIS LARRY LEE

O REILLY AUTOMOTIVE INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ORLY]

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Middle) (Month/Day/Year)

(Zip)

below) **SVP OF DISTRIBUTION**

233 SOUTH PATTERSON **AVENUE**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

03/13/2015

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SPRINGFIELD, MO 65802

		Table 1 Troit Delivative Securities Acquired, Disposed of, or Beneficianly Owner							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership		
					Following	Indirect (I)	(Instr. 4)		
				(A)	Reported	(Instr. 4)			
				(A)	Transaction(s)				

Fransaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Common 409 (1) D Stock

> Indirectly as trustee of a trust and in

Common Stock

 $3,510^{(2)}$ I

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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SEC 1474 (9-02)

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)	ative Expiration Date s (Month/Day/Year) l		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Nonqualified employee stock options (right to buy)	\$ 210.23	03/13/2015		A	5,000	03/13/2016(3)	03/13/2025	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELLIS LARRY LEE 233 SOUTH PATTERSON AVENUE SPRINGFIELD, MO 65802

SVP OF DISTRIBUTION

Signatures

/s/ Larry L Ellis 03/16/2015

**Signature of 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 132 unvested restricted shares awarded under the Company's Performance Incentive Plan and 277 shares held directly by Mr. Ellis.
- (2) Total includes 722 shares held as trustee of a trust and 2,788 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.

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