

OREILLY DAVID E

Form 4

July 09, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
07/08/2009

☐ 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	07/08/2009		M ⁽¹⁾	60,000 A	\$ 13.255 609,667	D	
Common Stock	07/08/2009		S ⁽¹⁾	60,000 D	\$ 40 549,667	D	
Common Stock	07/08/2009		M ⁽¹⁾	90,000 A	\$ 11.775 639,667	D	
Common Stock	07/08/2009		S ⁽¹⁾	90,000 D	\$ 40 549,667	D	
Common Stock					1,838,635 ⁽²⁾	I	Indirectly as trustee for

reporting
person's
children
and in the
Company's
401k plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified employee stock options (right to buy)	\$ 13.255	07/08/2009		M ⁽¹⁾		60,000		06/14/2002	06/14/2011	Common Stock	60,000
Nonqualified employee stock options (right to buy)	\$ 11.775	07/08/2009		M ⁽¹⁾		90,000		02/13/2004	02/13/2013	Common Stock	90,000

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 07/09/2009

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) The transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on May 15, 2009.
- (2) Total includes 1,831,057 shares held as trustee for reporting person's children and 7,578 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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