

O REILLY AUTOMOTIVE INC

Form 4

November 03, 2011

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURCHFIELD JAY D

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)  
11/01/2011

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

SPRINGFIELD, MO 65802

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price      |                                                                                               |                                                          |                                                       |
| Common Stock                    | 11/01/2011                           |                                                    | M                              |                                                                   | 5,000  | A          | \$ 34.92   | 14,360                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/01/2011                           |                                                    | M                              |                                                                   | 5,000  | A          | \$ 34.84   | 19,360                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/01/2011                           |                                                    | M                              |                                                                   | 5,000  | A          | \$ 28.45   | 24,360                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/01/2011                           |                                                    | S                              |                                                                   | 15,000 | D          | \$ 75.7659 | 9,360 <sup>(1)</sup>                                                                          | D                                                        |                                                       |
| Common Stock                    | 11/01/2011                           |                                                    | S                              |                                                                   | 4,500  | D          | \$ 75      | 16,193 <sup>(2)</sup>                                                                         | I                                                        | Indirectly through a family                           |

partnership

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<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                              |
|-------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|------------------------------|
|                                                             |                                                                    |                                         |                                                             |                                      |                                                                                                                 | Date Exercisable                                               | Expiration<br>Date | Title                                                          | Am<br>or<br>Nun<br>of<br>Sha |
|                                                             |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       |                                                                |                    |                                                                |                              |
| Nonqualified<br>director stock<br>options (right<br>to buy) | \$ 34.92                                                           | 11/01/2011                              |                                                             | M                                    | 5,000                                                                                                           | 10/24/2006 <sup>(3)</sup>                                      | 04/24/2013         | Common<br>Stock                                                | 5,                           |
| Nonqualified<br>director stock<br>options (right<br>to buy) | \$ 34.84                                                           | 11/01/2011                              |                                                             | M                                    | 5,000                                                                                                           | 10/23/2007 <sup>(3)</sup>                                      | 04/23/2014         | Common<br>Stock                                                | 5,                           |
| Nonqualified<br>director stock<br>options (right<br>to buy) | \$ 28.45                                                           | 11/01/2011                              |                                                             | M                                    | 5,000                                                                                                           | 11/07/2008 <sup>(3)</sup>                                      | 05/07/2015         | Common<br>Stock                                                | 5,                           |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| BURCHFIELD JAY D<br>233 S. PATTERSON AVE<br>SPRINGFIELD, MO 65802 | X             |           |         |       |

## Signatures

/s/ Jay  
Burchfield

11/03/2011

          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 1,677 restricted shares awarded under the Amended and Restated O'Reilly Automotive, Inc. 2003 Director's Stock Plan and 7,683 shares held directly by Mr. Burchfield.
- (2) Shares held in a family limited partnership under which the reporting person acts as general manager.
- (3) The options become fully vested six months after grant date.

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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