

Edgar Filing: O REILLY AUTOMOTIVE INC - Form 4

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	06/07/01	G	V	3,333	D	\$26.00
Common Stock						
Common Stock						

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

2. Conver- sion	5. Number of	7. Title and Amount
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1. Title of Derivative Security (Instr. 3)	or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Exer- tion cisable Date	of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares ----- Title
Employee stock options with tandem withholding right (right to buy)	\$ 8.25				2/6/98(1) 2/5/02	Common Stock
Employee stock options with tandem withholding right (right to buy)	\$12.25				12/1/98(1) 12/1/07	Common Stock
Employee stock options with tandem withholding right (right to buy)	\$21.31				8/5/00(1) 8/5/09	Common Stock

Explanation of Responses:

All share ending balances have been adjusted to reflect 100% stock dividends in the form of two stock splits: July 31, 1997 and November 15, 1999. Payment dates on the dividends were August 31, 1997 and November 30, 1999, respectively.

/s/Lawrence P. O'Reilly

07/10/01

Lawrence P. O'Reilly

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.