

O REILLY AUTOMOTIVE INC  
 Form 4  
 February 13, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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)  
**02/11/2014**

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)                   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                                                         |
| Common Stock                    | 02/11/2014                           |                                                    | M                              |                                                                   | 80,000 A \$ 23.195                                                                            | 373,051                                                  | D                                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | S                              |                                                                   | 80,000 D \$ 149.1166                                                                          | 293,051                                                  | D                                                                       |
| Common Stock                    | 02/11/2014                           |                                                    | S                              |                                                                   | 75,000 D \$ 148.7967                                                                          | 1,101,928 <sup>(1)</sup>                                 | I Indirectly as trustee for reporting person's children and a GRAT, and |



## 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 1,065,502 shares held as trustee for reporting person's children, 28,846 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,580 shares held in the Company's 401k Plan.
- (2) Total includes 5,402 restricted shares awarded under the Company's Performance Incentive Plan and 286,529 shares held directly by Mr. O'Reilly.
- (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.