

O REILLY AUTOMOTIVE INC
 Form 4
 October 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
 SHAW JEFF M

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)
 10/16/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP of Store Operations/Sales

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 | 10/16/2013 | | M ⁽¹⁾ | | 2,500 | A | \$ 24.84 | 26,407 | D | |
| Common Stock | 10/16/2013 | | S ⁽¹⁾ | | 2,500 | D | \$ 131.1 | 23,907 | D | |
| Common Stock | 10/17/2013 | | M ⁽¹⁾ | | 2,500 | A | \$ 24.84 | 26,407 | D | |
| Common Stock | 10/17/2013 | | S ⁽¹⁾ | | 2,500 | D | \$ 133 | 23,907 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 5,435 | I | Indirectly 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Nonqualified employee stock options (right to buy) | \$ 24.84 | 10/16/2013 | | M ⁽¹⁾ | 2,500 | 04/06/2006 ⁽³⁾ 04/06/2015 | Common Stock 2, |
| Nonqualified employee stock options (right to buy) | \$ 24.84 | 10/17/2013 | | M ⁽¹⁾ | 2,500 | 04/06/2006 ⁽³⁾ 04/06/2015 | Common Stock 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAW JEFF M 233 S. PATTERSON AVE SPRINGFIELD, MO 65802 | | | EVP of Store Operations/Sales | |

Signatures

/s/ Jeff Shaw 10/18/2013
 **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 August 30, 2013.
- (2) Total includes 2,621 shares held under the Company's Employee Stock Purchase Plan, 249 restricted shares awarded under the Company's Performance Incentive Plan and 21,037 shares held directly by Mr. Shaw.
- (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.