O REILLY AUTOMOTIVE INC

Form 4

February 13, 2014

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

| OREILLY D | OREILLY DAVID E | | Symbol O REILLY AUTOMOTIVE INC [ORLY] | Issuer (Check all applicable) | | |
|----------------------|-----------------|----------|---------------------------------------|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | X Director 10% OwnerX Officer (give title Other (specify | | |
| 233 S. PATTERSON AVE | | | (Month/Day/Year) 02/11/2014 | below) below) Chairman of the Board | | |

2. Issuer Name and Ticker or Trading

233 S. 1711 IERSON 71 VE

(Street)

1. Name and Address of Reporting Person *

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

SPRINGFIELD, MO 65802

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

| (City) | (State) | (Zip) Ta | ble I - Non- | -Derivativ | e Secu | rities Acquire | ed, Disposed of, | or Beneficial | ly 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. Securit onDisposed (Instr. 3, 4 | of (D) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| 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 (1) | I | Indirectly as trustee for |

reporting person's children and a

GRAT, and

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in the Company's 401k plan.

Common Stock

02/12/2014

G V 1,120 D \$151.33

291,931 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. Number of or 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 A Underlying S (Instr. 3 and 4 | ecu |
|---|---|---|---|--|--|--|--------------------|---|----------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
| Nonqualified employee stock options | \$ 23.195 | 02/11/2014 | | M | 80,000 | 02/03/2006(3) | 02/03/2015 | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationsnips | | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| OREILLY DAVID E 233 S. PATTERSON AVE SPRINGFIELD, MO 65802 | X | | Chairman of the Board | | | | |

Signatures

(right to buy)

/s/ David O'Reilly

02/13/2014

**Signature of Reporting Person Date

2 Reporting Owners

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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.