

O REILLY AUTOMOTIVE INC
 Form 4
 August 12, 2015

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 *
 Groves Jeffrey Lynn

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP OF LEGAL & GENERAL COUNSEL

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 | 08/10/2015 | | M | | 5,000 A \$ 33.68 | 5,131 | D |
| Common Stock | 08/10/2015 | | M | | 200 A \$ 102.62 | 5,331 | D |
| Common Stock | 08/10/2015 | | M | | 172 A \$ 146.68 | 5,503 | D |
| Common Stock | 08/10/2015 | | S | | 5,372 D \$ 247.5179 | 131 ⁽¹⁾ | D |
| Common Stock | | | | | | 1,207 ⁽²⁾ | I Indirectly as trustee for a trust |

and in the Company's 401k plan.

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

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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 Acquired (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) | 8. Amount or Number of Shares |
|----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Nonqualified employee stock options (right to buy) | \$ 33.68 | 08/10/2015 | | M | 5,000 | 10/28/2010 ⁽³⁾ 10/28/2019 | Common Stock | 5,000 |
| Nonqualified employee stock options (right to buy) | \$ 102.62 | 08/10/2015 | | M | 200 | 03/01/2014 ⁽³⁾ 03/01/2023 | Common Stock | 200 |
| Nonqualified employee stock options (right to buy) | \$ 146.68 | 08/10/2015 | | M | 172 | 03/13/2015 ⁽³⁾ 03/13/2024 | Common Stock | 172 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Groves Jeffrey Lynn 233 S PATTERSON SPRINGFIELD, MO 65802 | | | VP OF LEGAL & GENERAL COUNSEL | |

Signatures

/s/ Jeffrey
Groves

08/12/2015

__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 4 shares held under the Company's Employee Stock Purchase Plan and 127 unvested restricted shares awarded under the Company's Performance Incentive Plan.
- (2) Total includes 1,000 shares held as trustee of a trust for the benefit of the reporting person's parents and 207 shares held in the Company's 401k Plan.
- (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.

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