

KRAUS SCOTT E
Form 4
December 05, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAUS SCOTT 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)
12/04/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP OF REAL ESTATE & EXPANSION

SPRINGFIELD, MO 65802

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/04/2017		M ⁽¹⁾		3,500	A	\$ 22.65	4,959	D
Common Stock	12/04/2017		M ⁽¹⁾		5,000	A	\$ 37.88	9,959	D
Common Stock	12/04/2017		S ⁽¹⁾		8,500	D	\$ 237.8405	1,459 ⁽²⁾	D
Common Stock								1,178	I

Indirectly
in the
Company's
401k Plan.

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Nonqualified employee stock options (right to buy)	\$ 22.65	12/04/2017		M ⁽¹⁾	3,500	07/11/2009 ⁽³⁾ 07/11/2018	Common Stock	3,
Nonqualified employee stock options (right to buy)	\$ 37.88	12/04/2017		M ⁽¹⁾	5,000	04/12/2010 ⁽³⁾ 04/12/2019	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRAUS SCOTT E 233 S. PATTERSON AVE SPRINGFIELD, MO 65802	SVP OF REAL ESTATE & EXPANSION

Signatures

/s/ Scott E.
Kraus
12/05/2017
**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).

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- (1) The transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on November 3, 2017.
- (2) Total includes 796 shares held under the Company's Employee Stock Purchase Plan and 663 shares held directly by Mr. Kraus.
- (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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