

OREILLY DAVID E  
Form 4  
February 04, 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 \*  
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)  
01/31/2013

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)
Common Stock	01/31/2013		A	(A) or (D) V Amount Price 3,104 (1) 92.65	\$ 290,308	D	
Common Stock	02/02/2013		F	(A) or (D) V Amount Price 435 (2) 93.39	\$ 289,873 (3)	D	
Common Stock					1,190,646 (4)	I	Indirectly as trustee for reporting person's children and a GRAT, and in the Company's

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)

Table with 10 columns: 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 Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5). Includes sub-headers for Date Exercisable, Expiration Date, and Amount or Number of Shares.

### Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Relationships include Director, 10% Owner, Officer, and Other. Example: OREILLY DAVID E, 233 S. PATTERSON AVE, SPRINGFIELD, MO 65802 is the Chairman of the Board.

### Signatures

/s/ David O'Reilly 02/04/2013
\*\*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) Represents restricted shares awarded under the Company's Performance Incentive Plan, which vest in three equal annual installments on January 31, 2014, 2015 and 2016.
(2) Represents shares withheld to satisfy payroll tax withholding obligations upon the vesting of restricted shares previously awarded under the Company's Performance Incentive Plan.
(3)

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Total includes 8,358 restricted shares awarded under the Company's Performance Incentive Plan and 281,515 shares held directly by Mr. O'Reilly.

- (4) Total includes 1,146,302 shares held as trustee for reporting person's children, 36,750 shares held as trustee in a Grantor Retained Annuity Trust (GRAT) and 7,594 shares held in the Company's 401k plan.

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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