

O REILLY AUTOMOTIVE INC
 Form 4
 February 01, 2016

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)
01/28/2016

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)
			Code	V	Amount or Price		
Common Stock	01/28/2016		A		1,268 ⁽¹⁾ \$ 256.34	A	225,390 D
Common Stock	01/29/2016		F		178 ⁽²⁾ \$ 260.9	D	225,212 D
Common Stock	01/30/2016		F		248 ⁽²⁾ \$ 260.9	D	224,964 D
Common Stock	01/31/2016		F		353 ⁽²⁾ \$ 260.9	D	224,611 ⁽³⁾ D
Common Stock					984,179 ⁽⁴⁾	I	Indirectly as trustee for reporting

person's children, a GRAT and CRUT, and in 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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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY DAVID E 233 S. PATTERSON AVE SPRINGFIELD, MO 65802	X			CHAIRMAN OF THE BOARD

Signatures

/s/ David
O'Reilly
02/01/2016
Date

**Signature of Reporting Person

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 a restricted share award, which vests in three equal annual installments on January 28, 2017, 2018 and 2019.
- (2) Represents shares withheld to satisfy payroll tax withholding obligations upon the vesting of restricted shares previously awarded.
- (3) Total includes 3,075 unvested restricted share awards and 221,536 shares held directly by Mr. O'Reilly.

Total includes 926,184 shares held as trustee for reporting person's children, 12,894 shares held as trustee of a Grantor Retained Annuity

- (4) Trust (GRAT), 37,500 shares held as trustee of a Charitable Remainder Unitrust (CRUT) and 7,601 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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