

O REILLY AUTOMOTIVE INC  
Form S-8 POS  
March 11, 2009

As filed with the Securities and Exchange Commission on March 11, 2009

Registration No. 033-91022

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO FORM S-8 REGISTRATION STATEMENT**  
**NO. 033-91022**

**UNDER**  
**THE SECURITIES ACT OF 1933**

**O REILLY AUTOMOTIVE, INC.**

(Exact name of registrant as specified in its charter)

**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**44-0618012**  
(I.R.S. Employer  
Identification No.)

**233 South Patterson**

**Springfield, Missouri**  
(Address of Principal Executive Offices)

**65802**  
(Zip Code)

# **O REILLY AUTOMOTIVE, INC. PERFORMANCE INCENTIVE PLAN**

(Full title of the plan)

**Greg Henslee**

**Chief Executive Officer and Co-President**

**O Reilly Automotive, Inc.**

**233 South Patterson**

**Springfield, Missouri 65802**

(Name and address of agent for service)

**(417) 862-6708**

(telephone number, including area code, of agent for service)

**Copies of All Correspondence to:**

**Peter C. Krupp, Esq.**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Non-Accelerated filer

Accelerated filer

Smaller Reporting Company

**PARTIAL DEREGISTRATION OF SHARES OF COMMON STOCK**

This Post-Effective Amendment relates to a Registration Statement on Form S-8 of O Reilly Automotive, Inc. (the Registrant ), Registration No. 033-91022 (the Prior Registration Statement ), pertaining to the registration of 100,000 shares of Common Stock, par value \$0.01 per share ( Common Stock ), available for issuance under the O Reilly Automotive, Inc. Performance Incentive Plan, as amended (the Incentive Plan ) and 500,000 shares of Common Stock available for issuance under the O Reilly Automotive, Inc. 1993 Stock Option Plan (the 1993 Stock Option Plan ). The registration fees in respect of such shares of Common Stock were paid at the time of the filing of the Prior Registration Statement. As adjusted for three separate two-for-one Common Stock splits occurring via 100% dividends paid on August 31, 1997, November 30, 1999 and June 15, 2005, the Prior Registration Statement covers 800,000 shares of Common Stock under the Incentive Plan. The Prior Registration Statement was filed with the Securities and Exchange Commission (the Commission ) and became effective on April 7, 1995.

This Post-Effective Amendment deregisters 150,000 shares of Common Stock (the Transferred Shares ) from the Prior Registration Statement under the Incentive Plan. These Transferred Shares are not subject to awards granted under the Incentive Plan. The Prior Registration Statement will remain in effect to cover the issuance of additional shares of Common Stock under the Incentive Plan and the 1993 Stock Plan.

Contemporaneously with the filing of this Post-Effective Amendment to the Prior Registration Statement covering Incentive Plan, the Registrant is filing an additional Registration Statement on Form S-8 (the New Registration Statement ) to register the Transferred Shares under the O Reilly Automotive, Inc. Stock Purchase Plan, as amended (the Purchase Plan ). Pursuant to General Instruction E of Form S-8 and the principles set forth in Interpretation 90 under Section G of the Manual of Publicly Available Telephone Interpretations of the SEC Division of Corporate Finance (July 1997), this Post-Effective Amendment to the Prior Registration and the New Registration Statement are being filed to (i) deregister the Transferred Shares and (ii) carry forward the Transferred Shares and the registration fees paid in respect thereof from the Prior Registration Statement under the Incentive Plan to the New Registration Statement under the Purchase Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Springfield, state of Missouri, on this 11th day of March, 2009.

O REILLY AUTOMOTIVE, INC.

By: /s/ Greg Henslee  
 Greg Henslee  
 Co-President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of O Reilly Automotive, Inc., hereby severally constitute Greg Henslee and Thomas McFall, and each of them individually, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Post-Effective Amendment to the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable O Reilly Automotive, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities indicated on this 11th day of March, 2009.

Signature	Title	Date
/s/ Greg Henslee Greg Henslee	Chief Executive Officer and Co-President (Principal Executive Officer)	March 11, 2009
/s/ Thomas McFall Thomas McFall	Executive Vice President of Finance and Chief Financial Officer (Principal Financial & Accounting Officer)	March 11, 2009
/s/ Paul R. Lederer Paul R. Lederer	Director	March 11, 2009
/s/ Joe C. Greene Joe C. Greene	Director	March 11, 2009
/s/ Jay D. Burchfield Jay D. Burchfield	Director	March 11, 2009

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David E. O Reilly David E. O Reilly	Director	March 11, 2009
/s/ Larry P. O Reilly Larry P. O Reilly	Director	March 11, 2009
/s/ Charles H. O Reilly, Jr. Charles H. O Reilly, Jr.	Director	March 11, 2009
/s/ Rosalie O Reilly Wooten Rosalie O Reilly Wooten	Director	March 11, 2009
/s/ John Murphy John Murphy	Director	March 11, 2009
/s/ Ronald Rashkow Ronald Rashkow	Director	March 11, 2009