

Edgar Filing: OREILLY DAVID E - Form 4

OREILLY DAVID E
Form 4
December 30, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

O'Reilly David E.

(Last) (First) (Middle)

233 S. Patterson Ave.

Springfield MO 65802

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

O'Reilly Automotive, Inc. (ORLY)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

494-56-6630

4. Statement for Month/Year

December 26, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer and Co-Chairman of Board of Directors

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,

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or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price
		Code	V			
	12/26/02	G	V	300	D	\$24.91
	12/26/02	G	V	300	D	\$24.91
	12/26/02	G	V	200	D	\$24.91
Common Stock						

Common Stock

Common Stock

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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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2. Conver- sion or Exer-	4.	5. Number of Derivative Securities	6. Date	7. Title and Amount of Underlying Securities
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1. Title of Derivative Security (Instr. 3)	cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Exercisable and Expiration Date (Month/Day/Year)	(Instr. 3 and 4) ----- Amount or Number of Shares
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Employee stock options with tandem withholding right (right to buy)	\$12.25				12/1/98(1) 12/1/07	Common Stock
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Employee stock options with tandem withholding right (right to buy)	\$21.31				8/5/00(1) 8/5/09	Common Stock
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Employee stock options with tandem withholding right (right to buy)	\$26.51				6/14/02(1) 6/14/11	Common Stock
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Variable Prepaid Forward Sales Contract Confirmation					(2) 4/18/05	Common Stock
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Variable Prepaid Forward Sales Contract Confirmation					(2) 4/17/06	Common Stock
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Variable Prepaid Forward Sales Contract Confirmation					(2) 4/17/07	Common Stock
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Variable Prepaid Forward Sales Contract Confirmation					(2) 4/18/05	Common Stock
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Variable Prepaid Forward Sales Contract Confirmation					(2) 4/17/06	Common Stock
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Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/17/07 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/18/05 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/17/06 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/17/07 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/18/05 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/17/06 Common Stock

Variable Prepaid
Forward Sales
Contract Confirmation (2) 4/17/07 Common Stock

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Explanation of Responses:

All share ending balances have been adjusted to reflect 100% stock dividends in the form of two stock splits: July 31, 1997 and November 15, 1999. Payment dates on the dividends were August 31, 1997 and November 30, 1999, respectively.

/s/David E. O'Reilly

12/30/02

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David E. O'Reilly

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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