

O REILLY AUTOMOTIVE INC
 Form 4
 October 27, 2014

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 *
WISE TED F

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)
10/23/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP of Expansion

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 | (A) or (D) | Price |
| Common Stock | 10/23/2014 | | M ⁽¹⁾ | | 25,000 | A | \$ 34.71 |
| Common Stock | 10/23/2014 | | S ⁽¹⁾ | | 25,000 | D | \$ 165 |
| Common Stock | 10/24/2014 | | M ⁽¹⁾ | | 20,000 | A | \$ 34.71 |
| Common Stock | 10/24/2014 | | S ⁽¹⁾ | | 20,000 | D | \$ 170 |
| Common Stock | | | | | 199,155 ⁽²⁾ | I | |

Indirectly thru reporting

person's spouse, trustee for child and GRAT, and in Company's 401k plan.

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)

| 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 Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Nonqualified employee stock options (right to buy) | \$ 34.71 | 10/23/2014 | | M ⁽¹⁾ | 25,000 | 02/15/2008 ⁽³⁾ | 02/15/2017 | Common Stock | 2 | | |
| Nonqualified employee stock options (right to buy) | \$ 34.71 | 10/24/2014 | | M ⁽¹⁾ | 20,000 | 02/15/2008 ⁽³⁾ | 02/15/2017 | Common Stock | 2 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WISE TED F 233 S. PATTERSON AVE SPRINGFIELD, MO 65802 | | | EVP of Expansion | |

Signatures

/s/ Ted Wise

10/27/2014

**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) The transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on May 14, 2014.
- (2) Total includes 4,548 shares held through reporting person's spouse, 13,575 shares held as trustee for reporting person's child, 171,918 shares held in a Grantor Retained Annuity Trust (GRAT) and 9,114 shares held in the Company's 401k Plan.
- (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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