

O REILLY AUTOMOTIVE INC

Form 4

August 19, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKHAM BRAD W

(Last) (First) (Middle)

233 SOUTH PATTERSON
AVENUE

(Street)

SPRINGFIELD, MO 65802

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
O REILLY AUTOMOTIVE INC
[ORLY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP OF CENTRAL STORE OPS/SALES

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 | 08/18/2016 | | M | 4,000 | A \$ 22.65 | 4,338 | D |
| Common Stock | 08/18/2016 | | S | 4,000 | D \$ 285.4884 | 338 ⁽¹⁾ | D |
| Common Stock | | | | | | 997 | I |
| | | | | | | | Indirectly in the Company's 401k Plan. |

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------------|
| Nonqualified employee stock options (right to buy) | \$ 22.65 | 08/18/2016 | | M | 4,000 | 07/11/2009 ⁽²⁾ 07/11/2018 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| BECKHAM BRAD W 233 SOUTH PATTERSON AVENUE SPRINGFIELD, MO 65802 | Director 10% Owner Officer Other SVP OF CENTRAL STORE OPS/SALES |

Signatures

/s/ Brad W.
Beckham 08/19/2016

 **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) Total includes 53 shares held under the Company's Employee Stock Purchase Plan, 30 unvested restricted shares awarded under the Company's Performance Incentive Plan and 255 shares held directly by Mr. Beckham.

(2) 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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