OREILLY DAVID E

Form 4

August 19, 2011

FORM 4

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

OMB APPROVAL

OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

Estimated average

See Instruction 1(b).

I(b).

(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			5. Relationship of Reporting Person(s) to Issuer			
				[ORL]			(Chec	k all applicab	le)	
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director _X_ Officer (give		% Owner her (specify	
	233 S. PATTERSON AVE			08/17/	• •		below) Chairr	ard		
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
				Filed(M	onth/Day/Ye	ear)	Applicable Line) _X_ Form filed by 0	na Panorting I	Darcon	
	SPRINGF	IELD, MO 65802					Form filed by M Person			
	(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Securities Acq	uired, Disposed of	, or Beneficia	ally Owned	
	1.Title of	2. Transaction Date	2A. Deemed	d	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature o	
	Security	(Month/Day/Year)	Execution I	Date, if	Transactio	onor Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
			(Month/Day	y/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
						(A)	Reported	(I)		
							Transaction(s)	(Instr. 4)		

Code V Amount

S

(D)

39,253 D

Price

61.0088

Indirectly as trustee for reporting

of

Common Stock

Common

Stock

08/17/2011

1,537,325 (2)

(Instr. 3 and 4)

450,549 (1)

D

Ι

person's children and in the Company's 401k plan

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	_				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	Title	Number		
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

OREILLY DAVID E

233 S. PATTERSON AVE X Chairman of the Board

SPRINGFIELD, MO 65802

Signatures

/s/ David

O'Reilly 08/19/2011

**Signature of Date
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) Total includes 4,510 restricted shares awarded under the Company's Performance Incentive Plan and 446,039 shares held directly by Mr. O'Reilly.
- (2) Total includes 1,529,707 shares held as trustee for reporting person's children and 7,618 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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