

O REILLY AUTOMOTIVE INC

Form 4

November 14, 2011

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HENSLEE GREGORY L

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)

SPRINGFIELD, MO 65802

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2011

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CEO & Co-President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/09/2011                              |                                                             | M                                    | 5,000                                                                   | A \$<br>18.775                                                                                                     | 42,626                                                                  | D                                                                 |
| Common<br>Stock                       | 11/09/2011                              |                                                             | S                                    | 5,000                                                                   | D \$ 77.6                                                                                                          | 37,626                                                                  | D                                                                 |
| Common<br>Stock                       | 11/11/2011                              |                                                             | M                                    | 15,000                                                                  | A \$<br>18.775                                                                                                     | 52,626                                                                  | D                                                                 |
| Common<br>Stock                       | 11/11/2011                              |                                                             | S                                    | 15,000                                                                  | D \$ 78.2                                                                                                          | 37,626 <sup>(1)</sup>                                                   | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 5,049                                                                   | I Indirectly in<br>the<br>Company's                               |

401k plan.

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                             |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                                          |
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 18.775                                                          | 11/09/2011                              |                                                             | M                                    | 5,000                                                                                                        | 02/05/2005 <sup>(2)</sup> 02/05/2014                           | Common<br>Stock                                                |
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 18.775                                                          | 11/11/2011                              |                                                             | M                                    | 15,000                                                                                                       | 02/05/2005 <sup>(2)</sup> 02/05/2014                           | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--------------------------------------------------------------------|----------------------------------|
|                                                                    | Director 10% Owner Officer Other |
| HENSLEE GREGORY L<br>233 S. PATTERSON AVE<br>SPRINGFIELD, MO 65802 | CEO & Co-President               |

## Signatures

/s/ Gregory L.  
Henslee 11/14/2011

\*\*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 17,806 shares held under the Company's Employee Stock Purchase Plan and 19,820 shares held directly by Mr. Henslee.

(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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