

O REILLY AUTOMOTIVE INC

Form 4

February 25, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WISE TED F

(Last) (First) (Middle)

233 S. PATTERSON AVE

(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)
02/23/2015

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)

EVP OF EXPANSION

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/23/2015		S	5,000	D \$ 207.2	169,886 ⁽¹⁾	I
	02/23/2015		M	25,000	A \$ 22.65	65,264	D

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

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Common
Stock

Common Stock	02/23/2015	M	41,294	A	\$ 28.69	106,558	D
Common Stock	02/23/2015	S	66,294	D	\$ 207.5385	40,264	D
Common Stock	02/24/2015	M	3,706	A	\$ 28.69	43,970	D
Common Stock	02/24/2015	M	10,178	A	\$ 39.52	54,148	D
Common Stock	02/24/2015	S	13,884	D	\$ 208.2987	40,264	D

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

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(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. An or Nu of
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified employee stock options (right to buy)	\$ 22.65	02/23/2015		M	25,000	07/11/2009 ⁽²⁾	07/11/2018	Common Stock
Nonqualified employee stock options (right to buy)	\$ 28.69	02/23/2015		M	41,294	02/10/2010 ⁽²⁾	02/10/2019	Common Stock
Nonqualified employee stock options (right to buy)	\$ 28.69	02/24/2015		M	3,706	02/10/2010 ⁽²⁾	02/10/2019	Common Stock
	\$ 39.52	02/24/2015		M	10,178	02/11/2011 ⁽²⁾	02/11/2020	

Nonqualified
employee
stock options
(right to buy)

Common
Stock

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 02/25/2015

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 4,548 shares held through reporting person's spouse, 20,335 shares held as trustee for reporting person's child, 135,889 shares held in a Grantor Retained Annuity Trust (GRAT) and 9,114 shares held in the Company's 401k Plan.
- (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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