

OREILLY DAVID E
Form 4
November 30, 2011

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 *
OREILLY DAVID E

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)
11/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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	11/16/2011		G	V	53,010	D	\$ 76.62 397,539	D	
Common Stock	11/16/2011		G	V	31,050	D	\$ 76.62 1,506,266	I	Indirectly as trustee for reporting person's children and in the Company's 401k plan.
	11/23/2011		G	V	680	D	\$ 74.42 396,859	D	

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Common Stock									
Common Stock	11/28/2011		S	3,000	D	\$ 76.472	393,859	D	
Common Stock	11/28/2011		S	9,900	D	\$ 76.4301	1,496,366	I	Indirectly as trustee for reporting person's children and in the Company's 401k plan.
Common Stock	11/29/2011		S	34,200	D	\$ 76.3064	359,659	D	
Common Stock	11/29/2011		S	102,623	D	\$ 76.3026	1,393,743	I	Indirectly as trustee for reporting person's children and in the Company's 401k plan.
Common Stock	11/30/2011		S	12,800	D	\$ 76.8577	346,859 ⁽¹⁾	D	
Common Stock	11/30/2011		S	37,477	D	\$ 76.8616	1,356,266 ⁽²⁾	I	Indirectly as trustee for reporting person's children and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Beneficial Ownership Following Reported Transaction (Instr. 5)
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY DAVID E 233 S. PATTERSON AVE SPRINGFIELD, MO 65802	X			Chairman of the Board

Signatures

/s/ David
 O'Reilly

11/30/2011

**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 4,510 restricted shares awarded under the Company's Performance Incentive Plan and 342,349 shares held directly by Mr. O'Reilly.
 - (2) Total includes 1,348,657 shares held as trustee for reporting person's children and 7,609 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.