

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

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response... 0.5

(Print or Type Responses)

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

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)  
02/23/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP OF EXPANSION

SPRINGFIELD, MO 65802

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

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) or<br>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>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/23/2015                              |                                                             | S                                    | 5,000                                                                   | D \$ 207.2                                                                                                         | 169,886 <sup>(1)</sup>                                                  | 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<br>Stock | 02/23/2015 | M | 41,294 | A | \$ 28.69       | 106,558 | D |
| Common<br>Stock | 02/23/2015 | S | 66,294 | D | \$<br>207.5385 | 40,264  | D |
| Common<br>Stock | 02/24/2015 | M | 3,706  | A | \$ 28.69       | 43,970  | D |
| Common<br>Stock | 02/24/2015 | M | 10,178 | A | \$ 39.52       | 54,148  | D |
| Common<br>Stock | 02/24/2015 | S | 13,884 | D | \$<br>208.2987 | 40,264  | D |

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.<br>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.<br>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 Expiration Date                               | Title                                                          |
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 22.65                                                              | 02/23/2015                              |                                                             | M                                       | 25,000                                                                                                       | 07/11/2009 <sup>(2)</sup> 07/11/2018                           | Common<br>Stock                                                |
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 28.69                                                              | 02/23/2015                              |                                                             | M                                       | 41,294                                                                                                       | 02/10/2010 <sup>(2)</sup> 02/10/2019                           | Common<br>Stock                                                |
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 28.69                                                              | 02/24/2015                              |                                                             | M                                       | 3,706                                                                                                        | 02/10/2010 <sup>(2)</sup> 02/10/2019                           | Common<br>Stock                                                |
|                                                             | \$ 39.52                                                              | 02/24/2015                              |                                                             | M                                       | 10,178                                                                                                       | 02/11/2011 <sup>(2)</sup> 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<br>233 S. PATTERSON AVE<br>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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