

O REILLY AUTOMOTIVE INC

Form 4

February 01, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/28/2016

☐ 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	01/28/2016		A		1,268 <u>(1)</u>	A	\$ 256.34	225,390	D
Common Stock	01/29/2016		F		178 <u>(2)</u>	D	\$ 260.9	225,212	D
Common Stock	01/30/2016		F		248 <u>(2)</u>	D	\$ 260.9	224,964	D
Common Stock	01/31/2016		F		353 <u>(2)</u>	D	\$ 260.9	224,611 <u>(3)</u>	D
Common Stock								984,179 <u>(4)</u>	I
									Indirectly trustee for reporting

person's
children, a
GRAT and
CRUT, and
in
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 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	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 02/01/2016
 **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) Represents a restricted share award, which vests in three equal annual installments on January 28, 2017, 2018 and 2019.
- (2) Represents shares withheld to satisfy payroll tax withholding obligations upon the vesting of restricted shares previously awarded.
- (3) Total includes 3,075 unvested restricted share awards and 221,536 shares held directly by Mr. O'Reilly.

Total includes 926,184 shares held as trustee for reporting person's children, 12,894 shares held as trustee of a Grantor Retained Annuity

- (4) Trust (GRAT), 37,500 shares held as trustee of a Charitable Remainder Unitrust (CRUT) and 7,601 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.