

O REILLY AUTOMOTIVE INC
 Form 4
 November 03, 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 *
 BURCHFIELD JAY D

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)

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

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

233 S. PATTERSON AVE

11/01/2011

(Street)

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

SPRINGFIELD, MO 65802

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/01/2011 | | M | 5,000 A | \$ 34.92 | 14,360 | D |
| Common Stock | 11/01/2011 | | M | 5,000 A | \$ 34.84 | 19,360 | D |
| Common Stock | 11/01/2011 | | M | 5,000 A | \$ 28.45 | 24,360 | D |
| Common Stock | 11/01/2011 | | S | 15,000 D | \$ 75.7659 | 9,360 ⁽¹⁾ | D |
| Common Stock | 11/01/2011 | | S | 4,500 D | \$ 75 | 16,193 ⁽²⁾ | I Indirectly through a family |

partnership

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 (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 Security (Instr. 3 and 4) | Am or Num of Sha |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------|
| Nonqualified director stock options (right to buy) | \$ 34.92 | 11/01/2011 | | M | 5,000 | 10/24/2006 ⁽³⁾ 04/24/2013 | Common Stock | 5, |
| Nonqualified director stock options (right to buy) | \$ 34.84 | 11/01/2011 | | M | 5,000 | 10/23/2007 ⁽³⁾ 04/23/2014 | Common Stock | 5, |
| Nonqualified director stock options (right to buy) | \$ 28.45 | 11/01/2011 | | M | 5,000 | 11/07/2008 ⁽³⁾ 05/07/2015 | Common Stock | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BURCHFIELD JAY D 233 S. PATTERSON AVE SPRINGFIELD, MO 65802 | X | | | |

Signatures

/s/ Jay
Burchfield

11/03/2011

__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 1,677 restricted shares awarded under the Amended and Restated O'Reilly Automotive, Inc. 2003 Director's Stock Plan and 7,683 shares held directly by Mr. Burchfield.
 - (2) Shares held in a family limited partnership under which the reporting person acts as general manager.
 - (3) The options become fully vested six months after grant date.

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.