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O REILLY AUTOMOTIVE INC
Form 10-Q/A
June 04, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q/A
(AMENDMENT #1)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

OR

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-21318

O'REILLY AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

Missouri

44-0618012

(State or other jurisdiction
of incorporation or
organization)

(I.R.S. Employer Identification No.)

233 South Patterson
Springfield, Missouri 65802

(Address of principal executive offices, Zip code)

(417) 862-6708

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year,
if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X]

No []

Indicate by a check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes [X] No []

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Common stock, \$0.01 par value - 53,494,797 shares outstanding as of March 31, 2003. As of that date, the aggregate market value of the voting stock held by non-affiliates of the Company was approximately \$1,448,104,155 based on the last sale price of the common stock reported by the Nasdaq Stock Market (National Market).

This report contains a total of 10 pages of which this page is number 1.

EXPLANATORY NOTE

The registrant is filing this Form 10-Q/A solely to correct the inadvertent omission of "Item 5 - Submission of Matters to a Vote of Security Holders" from the Form 10-Q for the quarter ended March 31, 2003, filed by the registrant on May 9, 2003, (the "Form 10-Q"). No other changes have been made to the Form 10-Q.

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O'REILLY AUTOMOTIVE, INC. AND SUBSIDIARIES
FORM 10-Q/A
Quarter Ended March 31, 2003

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PART II - OTHER INFORMATION

ITEM 5. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- (a) Our Annual Meeting of the Shareholders was held on May 6, 2003. Of the 53,416,226 shares entitled to vote at such meeting, 49,074,235 shares were present at the meeting in person or by proxy.
- (b) The individual listed below were elected as a Class I Director, and with respect to each such Director, the number of shares voted for and withheld were as follows:

Name of Nominee	Number of Shares Voted	
	For	Withheld
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Charles H. O'Reilly Jr.

39,615,685

9,457,550

The individuals listed below are Directors whose term of office continued after the meeting:

David E. O'Reilly
 Rosalie O'Reilly-Wooten
 Lawrence P. O'Reilly
 Joe C. Greene
 Jay Burchfield
 Paul Lederer

(c) The 2003 Employee Stock Option Plan was approved, the number of shares voted for, against and abstained were as follows:

Number of Shares Voted		
For	Against	Abstain
22,918,103	19,212,694	49,725

(d) The 2003 Director Stock Option Plan was approved, the number of shares voted for, against and abstained were as follows:

Number of Shares Voted		
For	Against	Abstain
39,506,563	2,613,793	60,166

(e) Ernst & Young LLP was ratified as independent auditor for the fiscal year ending December 31, 2003, the number of shares voted for, against and abstained were as follows:

Number of Shares Voted		
For	Against	Abstain
34,901,792	14,141,148	31,295

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

O'REILLY AUTOMOTIVE, INC.

June 4, 2004

/s/ David E. O'Reilly

Date

David E. O'Reilly, Co-Chairman of the Board and Chief Executive Officer (Principal Executive Officer)

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June 4, 2004

/s/ James R. Batten

Date

James R. Batten, Vice-President of Finance and
Chief Financial Officer (Principal Financial and
Accounting Officer)

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CERTIFICATIONS

I, David E. O'Reilly, Co-Chairman of the Board, President and Chief Executive Officer of O'Reilly Automotive, Inc. (O'Reilly), certify that:

1. I have reviewed this quarterly report on Form 10-Q of O'Reilly;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of O'Reilly as of, and for, the periods presented in this quarterly report;
4. O'Reilly's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for O'Reilly and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to O'Reilly, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of O'Reilly's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. O'Reilly's other certifying officer and I have disclosed, based on our most recent evaluation, to O'Reilly's auditors and the audit committee of O'Reilly's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect O'Reilly's ability to record, process, summarize and report financial data and have identified for O'Reilly's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in O'Reilly's internal controls; and
6. O'Reilly's other certifying officer and I have indicated in this quarterly

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report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 4, 2004 /s/ David E. O'Reilly

David E. O'Reilly, Co-Chairman of the Board and Chief
Executive Officer (Principal Executive Officer)

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CERTIFICATIONS

I, James R. Batten, Vice President of Finance and Chief Financial Officer of O'Reilly Automotive, Inc. (O'Reilly), certify that:

1. I have reviewed this quarterly report on Form 10-Q of O'Reilly;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of O'Reilly as of, and for, the periods presented in this quarterly report;
4. O'Reilly's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for O'Reilly and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to O'Reilly, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of O'Reilly's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. O'Reilly's other certifying officer and I have disclosed, based on our most recent evaluation, to O'Reilly's auditors and the audit committee of O'Reilly's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect O'Reilly's ability to record, process, summarize and report financial data and have identified for O'Reilly's auditors any material weaknesses in internal controls; and

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- b) any fraud, whether or not material, that involves management or other employees who have a significant role in O'Reilly's internal controls; and
6. O'Reilly's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 4, 2004

/s/ James R. Batten

James R. Batten, Vice President of Finance
and Chief Financial Officer (Principal Financial and
Accounting Officer)

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EXHIBIT INDEX

Number	Description	Page
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99.1	Certificate of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as 9 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	9
99.2	Certificate of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as 10 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	10

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O'REILLY AUTOMOTIVE, INC. AND SUBSIDIARIES
Exhibit 99.1 - CEO Certification

O'REILLY AUTOMOTIVE, INC.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of O'Reilly Automotive, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David E. O'Reilly, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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/s/ David E. O'Reilly

David E. O'Reilly
Chief Executive Officer

June 4, 2004

This certification is made solely for purposes of 18 U.S.C. Section 1350, and not for any other purpose.

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O'REILLY AUTOMOTIVE, INC. AND SUBSIDIARIES
Exhibit 99.2 - CFO Certification

O'REILLY AUTOMOTIVE, INC.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of O'Reilly Automotive, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James R. Batten, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James R. Batten

James R. Batten
Chief Financial Officer

June 4, 2004

This certification is made solely for purposes of 18 U.S.C. Section 1350, and not for any other purpose.

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