

O REILLY AUTOMOTIVE INC

Form 4

February 07, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 *
SWEARENGIN MICHAEL D2. 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)
02/07/2013____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP of Merchandise

SPRINGFIELD, MO 65802

(City) (State) (Zip)

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**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)
Common Stock	02/07/2013		M ⁽¹⁾	30,000 A	\$ 38.52 33,201	D	
Common Stock	02/07/2013		S ⁽¹⁾	30,000 D	\$ 100 3,201 ⁽²⁾	D	
Common Stock					7,876	I	Indirectly 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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(9-02)

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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 (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 Underlying Security (Instr. 3 and 4)
Nonqualified employee stock options (right to buy)	\$ 38.52	02/07/2013		M ⁽¹⁾	30,000	12/30/2004 ⁽³⁾ 12/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SWEARENGIN MICHAEL D 233 S. PATTERSON AVE SPRINGFIELD, MO 65802	SVP of Merchandise

Signatures

/s/ Michael

Swearengin

02/07/2013

 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) The transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on August 28, 2012.

(2) Total includes 927 shares held under the Company's Employee Stock Purchase Plan, 238 restricted shares awarded under the Company's Performance Incentive Plan and 2,036 shares held directly by Mr. Swearengin.

(3) 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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