

JOHNSON RANDY  
Form 4  
January 02, 2013

# 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 \*  
JOHNSON RANDY

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)  
12/31/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
SVP OF INVENTORY MANAGEMENT

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 or Price   |  |   |
| Common Stock                    | 12/31/2012                           |  | F                              |   | 121 <sup>(1)</sup> D \$ 89.42   | 8,896  | D   |
| Common Stock                    | 01/02/2013                           |  | M <sup>(2)</sup>               |   | 8,250 A \$ 19.26  | 17,146   | D   |
| Common Stock                    | 01/02/2013                           |  | S <sup>(2)</sup>               |   | 8,250 D \$ 90.426   | 8,896 <sup>(3)</sup>                                     | D   |
| Common Stock                    |                                      |  |                                |   |   | 3,624  | I Indirectly in the Company's 401k Plan.              |

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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.**

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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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Nonqualified employee stock options (right to buy) | \$ 19.26   | 01/02/2013                           |  | M <sup>(2)</sup>               | 8,250   | 12/30/2004 <sup>(4)</sup> 12/30/2013                     | Common Stock 8,   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| JOHNSON RANDY<br>233 S PATTERSON AVE<br>SPRINGFIELD, MO 65802 |               |           | SVP OF INVENTORY MANAGEMENT |       |

## Signatures

/s/ Randy Johnson 01/02/2013  
 \*\*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) Represents shares withheld to satisfy payroll tax withholding obligations upon the vesting of restricted shares previously awarded under the Company's Performance Incentive Plan.
- (2) The stock option exercise and concurrent sale reported on this Form 4 was made pursuant to a 10b5-1 trading plan adopted on August 19, 2011.

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- (3) Total includes 1,931 shares held under the Company's Employee Stock Purchase Plan, 155 restricted shares awarded under the Company's Performance Incentive Plan and 6,810 shares held directly by Mr. Johnson.
- (4) 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. 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.