

OREILLY DAVID E

Form 4

May 24, 2007

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 SOUTH PATTERSON

(Street)

SPRINGFIELD, MO 65802

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2007

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

Chariman of the Board

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

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	04/12/2007		P ⁽¹⁾	27,907 A	\$ 33.1 673,334	D	Indirectly as trustee for reporting person's children and in the Company's 401k Plan.
Common Stock	04/12/2007		P ⁽²⁾	27,907 A	\$ 33.1 2,056,651	I	Indirectly as trustee for
Common Stock	04/12/2007		P ⁽²⁾	27,907 A	\$ 33.1 2,084,558	I	Indirectly as trustee for

Common Stock	04/12/2007	P ⁽²⁾	27,907	A	\$ 33.1	2,112,465 ⁽³⁾	I	reporting person's children and in the Company's 401k Plan. Indirectly as trustee for reporting person's children and 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.

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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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OREILLY DAVID E 233 SOUTH PATTERSON SPRINGFIELD, MO 65802	X Chariman of the Board

Signatures

David O'Reilly

05/24/2007

__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).

The reporting person received 27,907 shares of O'Reilly Automotive, Inc. common stock with the redemption of the reporting person's interest in an exchange fund. The shares were valued at \$33.10 per share for the purpose of determining the number of shares distributable in connection with the redemption.

The reporting person, as trustee for the reporting person's child, received 27,907 shares of O'Reilly Automotive, Inc. common stock with the redemption of the trust's interest in an exchange fund. The shares were valued at \$33.10 per share for the purpose of determining the number of shares distributable in connection with the redemption.

(3) Total includes 2,105,305 shares held as trustee for reporting person's children and 7,160 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.

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