

O REILLY AUTOMOTIVE INC  
 Form 4  
 October 27, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**WISE TED F**

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)  
**10/23/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP of Expansion

**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  | (A) or (D)   | Price   |
| Common Stock                    | 10/23/2014                           |  | M <sup>(1)</sup>               |   | 25,000  | A  | \$ 34.71  |
| Common Stock                    | 10/23/2014                           |  | S <sup>(1)</sup>               |   | 25,000  | D  | \$ 165  |
| Common Stock                    | 10/24/2014                           |  | M <sup>(1)</sup>               |   | 20,000  | A  | \$ 34.71  |
| Common Stock                    | 10/24/2014                           |  | S <sup>(1)</sup>               |   | 20,000  | D  | \$ 170  |
| Common Stock                    |                                      |  |                                |   | 199,155 <sup>(2)</sup>  | I  |   |

Indirectly thru reporting

person's spouse, trustee for child and GRAT, and in Company's 401k plan.

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.**

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 Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Nonqualified employee stock options (right to buy) | \$ 34.71   | 10/23/2014                           |  | M <sup>(1)</sup>               | 25,000  | 02/15/2008 <sup>(3)</sup>                                | 02/15/2017  | Common Stock | 2      |
| Nonqualified employee stock options (right to buy) | \$ 34.71   | 10/24/2014                           |  | M <sup>(1)</sup>               | 20,000  | 02/15/2008 <sup>(3)</sup>                                | 02/15/2017  | Common Stock | 2      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| WISE TED F<br>233 S. PATTERSON AVE<br>SPRINGFIELD, MO 65802 |               |           | EVP of Expansion |       |

## Signatures

/s/ Ted Wise

10/27/2014

\*\*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 May 14, 2014.
- (2) Total includes 4,548 shares held through reporting person's spouse, 13,575 shares held as trustee for reporting person's child, 171,918 shares held in a Grantor Retained Annuity Trust (GRAT) and 9,114 shares held in the Company's 401k Plan.
- (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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