

O REILLY AUTOMOTIVE INC
 Form 4
 February 25, 2016

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 *
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 S. PATTERSON AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD

SPRINGFIELD, MO 65802

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/18/2016 | | G | V | 5,300 | D | \$ 253.41 219,311 |
| Common Stock | 02/23/2016 | | S | | 11,891 | D | \$ 260.0351 207,420 |
| Common Stock | 02/23/2016 | | S | | 35,676 | D | \$ 260.0351 911,016 |
| | | | | | | I | Indirectly as trustee for reporting person's children and of a GRAT, and |

in the Company's 401k plan.

Common Stock 02/24/2016 S 8,109 D \$ 260.0189 199,311 ⁽¹⁾ D

Indirectly as trustee for reporting person's children and of a GRAT, and in the Company's 401k plan.

Common Stock 02/24/2016 S 24,324 D \$ 260.0189 886,692 ⁽²⁾ I

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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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 Owned Following Reporting 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 S. PATTERSON AVE SPRINGFIELD, MO 65802 | X | | CHAIRMAN OF THE BOARD | |

Signatures

/s/ David
O'Reilly

02/25/2016

__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) Total includes 3,075 unvested restricted share awards and 196,236 shares held directly by Mr. O'Reilly.

(2) Total includes 866,184 shares held as trustee for reporting person's children, 12,894 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,614 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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