

OREILLY DAVID E
Form 4
August 16, 2018

FORM 4

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

OMB APPROVAL

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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)
08/14/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/14/2018 | | M | 25,000 | A \$ 28.69 | 114,815 | D |
| Common Stock | 08/14/2018 | | S | 25,000 | D \$ 320.7394 | 89,815 ⁽¹⁾ | D |
| Common Stock | 08/14/2018 | | S | 2,500 | D \$ 321.2 | 733,013 ⁽²⁾ | I Indirectly as trustee for reporting person's children and a GRAT and |

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)

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) | \$ 28.69 | 08/14/2018 | | M | 25,000 | 02/10/2010 ⁽³⁾ 02/10/2019 | Common Stock |

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 08/16/2018

**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 2,651 unvested restricted share awards and 87,164 shares held directly by Mr. O'Reilly.

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- (2) Total includes 444,868 shares held as trustee for reporting person's children, 280,492 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,653 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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