

O REILLY AUTOMOTIVE INC  
 Form 4  
 February 20, 2009

**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 \*  
 SHAW JEFF M

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)  
 02/19/2009

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 SVP of Store Operations/Sales

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                    | 02/19/2009                           |  | M <sup>(1)</sup>               |   | 10,000 A \$ 10.6562   | 31,262   | D   |
| Common Stock                    | 02/19/2009                           |  | S <sup>(1)</sup>               |   | 10,000 D \$ 32  | 21,262   | D   |
| Common Stock                    | 02/20/2009                           |  | M <sup>(1)</sup>               |   | 1,100 A \$ 10.6562  | 22,362   | D   |
| Common Stock                    | 02/20/2009                           |  | S <sup>(1)</sup>               |   | 1,100 D \$ 33.25  | 21,262 <sup>(2)</sup>                                    | D   |
| Common Stock                    |                                      |  |                                |   |   | 5,411  | I Indirectly in Company's                             |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Nonqualified employee stock options (right to buy) | \$ 10.6562   | 02/19/2009                           |  | M                              | 10,000  | 08/05/2000 08/05/2009                                    | Common Stock  | 10,000                        |
| Nonqualified employee stock option (right to buy)  | \$ 10.6562   | 02/20/2009                           |  | M                              | 1,100   | 08/05/2000 08/05/2009                                    | Common Stock  | 1,100                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| SHAW JEFF M<br>233 S PATTERSON AVE<br>SPRINGFIELD, MO 65802 |               |           |         | SVP of Store Operations/Sales |

## Signatures

/s/ Jeff Shaw                      02/20/2009  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

## Edgar Filing: O REILLY AUTOMOTIVE INC - Form 4

- (1) The transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on August 21, 2008.
- (2) Total includes 1,541 shares held under the Company's Employee Stock Purchase Plan, 546 restricted shares granted under the Company's Performance Incentive Plan and 19,175 shares held directly by Mr. Shaw.

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.