

WOOTEN ROSALIE OREILLY
 Form 4
 May 13, 2013

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 *
WOOTEN ROSALIE OREILLY

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

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

233 S. PATTERSON AVE

(Street)

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

SPRINGFIELD, MO 65802

(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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-----|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | | | |
| Common Stock | 05/01/2013 | | G | V | 1,620 | D | \$ 107.46 | 329,436 | D |
| Common Stock | 05/09/2013 | | S | | 5,000 | D | \$ 110.0024 | 324,436 | D |
| Common Stock | 05/10/2013 | | S | | 5,000 | D | \$ 110.2 | 319,436 | D |
| Common Stock | 05/10/2013 | | M | | 5,000 | A | \$ 22.65 | 324,436 | D |
| Common Stock | 05/10/2013 | | S | | 5,000 | D | \$ 110.15 | 319,436 | D |

| | | | |
|-----------------|---------|---|---|
| Common Stock | 397,428 | I | Indirectly as trustee of Grantor Retained Annuity Trust (GRAT). |
|-----------------|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
| Nonqualified Director stock options (right to buy) | \$ 22.65 | 05/10/2013 | | M | 5,000 | 01/11/2009 ⁽¹⁾ 07/11/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOTEN ROSALIE OREILLY 233 S. PATTERSON AVE SPRINGFIELD, MO 65802 | X | | | |

Signatures

/s/ Rosalie
O'Reilly-Wooten

05/13/2013

**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 options become fully vested six months after grant 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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