

O REILLY AUTOMOTIVE INC  
 Form 5  
 February 12, 2016

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

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

233 S. PATTERSON AVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SPRINGFIELD, MO 65802

(City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock                    | 11/11/2015                           | Â  | G                              | (A) Amount 37,500 (D) Price \$ 270.97                             | 946,680 <sup>(1)</sup>   | I  | Indirectly as trustee for reporting person's children and a GRAT, and in |

Company's  
401k plan.

Common Stock                                                                                                                                        224,611 <sup>(2)</sup> D                     

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|  |  |                                      |  |                                | (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<br>233 S. PATTERSON AVE<br>SPRINGFIELD, MO 65802 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | CHAIRMAN OF THE BOARD |

## Signatures

/s/ David O'Reilly                      02/12/2016

\*\*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 926,184 shares held as trustee for reporting person's children, 12,894 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,602 shares held in the Company's 401k Plan.
- (2) Total includes 3,075 unvested restricted share awards and 221,536 shares held directly by Mr. O'Reilly.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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