

O REILLY AUTOMOTIVE INC
 Form 4
 April 27, 2007

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)
 04/25/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Sales & Store Operations

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 | (A) or (D) | Price |
| Common Stock | 04/25/2007 | | M ⁽¹⁾ | | 25,000 | A | \$ 6.125 |
| Common Stock | 04/25/2007 | | S ⁽¹⁾ | | 25,000 | D | \$ 37.13 |
| Common Stock | 04/25/2007 | | M ⁽¹⁾ | | 20,000 | A | \$ 6.125 |
| Common Stock | 04/25/2007 | | S ⁽¹⁾ | | 20,000 | D | \$ 38 |
| Common Stock | | | | | | | 2,608 |
| | | | | | | I | Indirectly through the 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option with tandem withholding right to buy | \$ 6.125 | 04/25/2007 | | M | 25,000 | 12/01/1998 12/01/2007 | Common Stock | 25,000 |
| Employee stock option with tandem withholding right to buy | \$ 6.125 | 04/25/2007 | | M | 20,000 | 12/01/1998 12/01/2007 | Common Stock | 20,000 |

Reporting Owners

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

Signatures

Jeff Shaw 04/27/2007

**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 transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on November 28, 2006.
- (2) Total includes 902 shares held under the Company's Employee Stock Purchase Plan, 1,053 restricted shares granted under the Company's Performance Incentive Plan and 18,119 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.