

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/19/2009		M ⁽¹⁾		10,000 A \$ 10.6562	31,262	D
Common Stock	02/19/2009		S ⁽¹⁾		10,000 D \$ 32	21,262	D
Common Stock	02/20/2009		M ⁽¹⁾		1,100 A \$ 10.6562	22,362	D
Common Stock	02/20/2009		S ⁽¹⁾		1,100 D \$ 33.25	21,262 ⁽²⁾	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.

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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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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 233 S PATTERSON AVE 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).

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- (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.

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