

O REILLY AUTOMOTIVE INC
 Form 4
 March 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
 GREENE JOE C

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)
 02/27/2009

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

OREILLY AUTOMOTIVE INC, 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/27/2009 | | M | A | 5,000 | \$ 20.835 | 9,033 D |
| Common Stock | 02/27/2009 | | S | D | 5,000 | \$ 32.3221 | 4,033 D |
| Common Stock | 02/27/2009 | | M | A | 5,000 | \$ 23.495 | 9,033 D |
| Common Stock | 02/27/2009 | | S | D | 5,000 | \$ 32.3221 | 4,033 D |
| Common Stock | 02/27/2009 | | M | A | 5,000 | \$ 28.45 | 9,033 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|---|
| Common Stock | 02/27/2009 | S | 5,000 | D | \$ 32.3221 | 4,033 | D | |
| Common Stock | 02/27/2009 | M | 5,000 | A | \$ 22.65 | 9,033 | D | |
| Common Stock | 02/27/2009 | S | 5,000 | D | \$ 32.3221 | 4,033 | D | |
| Common Stock | | | | | | 800 | I | Indirectly through the reporting person's spouse. |

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Nonqualified director stock options (right to buy) | \$ 20.835 | 02/27/2009 | | M | 5,000 | 10/22/2004 04/22/2011 | Common Stock | 5,000 | |
| Nonqualified director stock options (right to buy) | \$ 23.495 | 02/27/2009 | | M | 5,000 | 10/22/2005 04/22/2012 | Common Stock | 5,000 | |
| Nonqualified director stock options (right to buy) | \$ 28.45 | 02/27/2009 | | M | 5,000 | 11/07/2008 05/07/2015 | Common Stock | 5,000 | |
| | \$ 22.65 | 02/27/2009 | | M | 5,000 | 01/11/2009 07/11/2015 | | 5,000 | |

Nonqualified
director stock
options (right
to buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENE JOE C OREILLY AUTOMOTIVE INC 233 S PATTERSON AVE SPRINGFIELD, MO 65802 | X | | | |

Signatures

/s/ Joe Greene 03/03/2009

 **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).

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.