

Edgar Filing: O REILLY AUTOMOTIVE INC - Form 5/A

[X] 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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | |
|---------------------------------------|---|---|---|--|---------------------------|
| | | Code | V | Amount | or Price (A) (D) |
| Common Stock | | | | | |
| Common Stock | | | | | |
| Common Stock | Various | J4 | | 38 | A |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title |
|--|---|--|--|--|---|---|
| Employee stock options with tandem withholding right (right to buy) | \$ 8.25 | | | | 2/6/98(1) 2/5/02 | Common Stock |
| Employee stock options with tandem withholding right (right to buy) | \$12.25 | | | | 12/1/98(1) 12/1/07 | Common Stock |
| Employee stock options with tandem withholding right (right to buy) | \$21.31 | | | | 8/5/00(1) 8/5/09 | Common Stock |
| Employee stock options with tandem withholding right (right to buy) | \$26.51 | | | | 6/14/02(1) 6/14/11 | Common Stock |

Explanation of Responses:

All share ending balances have been adjusted to reflect 100% stock dividends in the form of two stock splits: July 31, 1997 and November 15, 1999. Payment dates on the dividends were August 31, 1997 and November 30, 1999, respectively.

/s/Lawrence P. O'Reilly

11/15/02

Lawrence P. O'Reilly

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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