#### O REILLY AUTOMOTIVE INC

Form 4 April 23, 2015

## FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer CTLATERMENT OF CHANGES IN DENIENCE.

# 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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HENSLEE GREGORY L Issuer Symbol O REILLY AUTOMOTIVE INC (Check all applicable) [ORLY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_ \_ Other (specify (Month/Day/Year) below) 233 S. PATTERSON AVE 04/23/2015 **CEO & PRESIDENT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SPRINGFIELD, MO 65802 Person

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	04/23/2015		$M_{\underline{(1)}}$	25,000	A	\$ 34.71	52,236	D	
Common Stock	04/23/2015		S <u>(1)</u>	25,000	D	\$ 225	27,236 (2)	D	
									Indirectly in

Common Stock 17,216 (3) I

the Company's 401k plan and as trustee of a

GRAT.

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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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.

**SEC 1474** 

(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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	Seci
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A or N of
Nonqualified employee stock options (right to buy)	\$ 34.71	04/23/2015		M(1)	25,000	02/15/2008(4)	02/15/2017	Common Stock	2

## **Reporting Owners**

Reporting Owner Name / Address		Ketationsinps					
	Director	10% Owner	Officer	Other			

HENSLEE GREGORY L 233 S. PATTERSON AVE SPRINGFIELD, MO 65802

**CEO & PRESIDENT** 

Deletionship

## **Signatures**

/s/ Gregory L.
Henslee

\*\*Signature of Reporting Person

O4/23/2015

## **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 February 26, 2015.
- (2) Total includes 90 shares held under the Company's Employee Stock Purchase Plan and 27,146 shares held directly by Mr. Henslee.
- (3) Total includes 5,026 shares held in the Company's 401k plan and 12,190 shares held as trustee of a Grantor Retained Annuity Trust (GRAT).
- (4) The options vest in four equal annual installments beginning on this date.

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

Reporting Owners 2

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