

O REILLY AUTOMOTIVE INC

Form 4

March 13, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
03/11/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/11/2009		M ⁽¹⁾	20,000 A	\$ 10.6563 41,935	D	
Common Stock	03/11/2009		S ⁽¹⁾	20,000 D	\$ 34.25 21,935 ⁽²⁾	D	
Common Stock					5,388	I	Indirectly in the Company's 401k Plan

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**

SEC 1474
(9-02)

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displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Nonqualified employee stock options (right to buy)	\$ 10.6563	03/11/2009		M	20,000	08/05/2000 08/05/2009	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Jeff Shaw 03/13/2009
 **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).
- (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, 1,219 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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