

OREILLY DAVID E

Form 4

August 16, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OREILLY DAVID E

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)  
08/14/2018

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

CHAIRMAN OF THE BOARD

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                        |                                                                                           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                        |                                                                                           |
| Common<br>Stock                       | 08/14/2018                              |                                                             | M                                    |                                                                         | 25,000                                                                                                             | A                                                                       | \$ 28.69                                                          | 114,815                | D                                                                                         |
| Common<br>Stock                       | 08/14/2018                              |                                                             | S                                    |                                                                         | 25,000                                                                                                             | D                                                                       | \$<br>320.7394                                                    | 89,815 <sup>(1)</sup>  | D                                                                                         |
| Common<br>Stock                       | 08/14/2018                              |                                                             | S                                    |                                                                         | 2,500                                                                                                              | D                                                                       | \$ 321.2                                                          | 733,013 <sup>(2)</sup> | I                                                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   |                        | Indirectly<br>as trustee<br>for<br>reporting<br>person's<br>children<br>and a<br>GRAT and |

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 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<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Nonqualified<br>employee<br>stock options<br>(right to buy) | \$ 28.69                                                           | 08/14/2018                              |                                                             | M                                    | 25,000                                                                                                       | 02/10/2010 <sup>(3)</sup> 02/10/2019                           | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                  | Director      | 10% Owner | Officer               | Other |
| OREILLY DAVID E<br>233 S. PATTERSON AVE<br>SPRINGFIELD, MO 65802 | X             |           | CHAIRMAN OF THE BOARD |       |

## Signatures

/s/ David  
O'Reilly 08/16/2018

\*\*Signature of  
Reporting Person

Date

## 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) Total includes 2,651 unvested restricted share awards and 87,164 shares held directly by Mr. O'Reilly.

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- (2) Total includes 444,868 shares held as trustee for reporting person's children, 280,492 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,653 shares held in the Company's 401k Plan.
- (3) 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.

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