O REILLY AUTOMOTIVE INC
Form 5
February 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[_] Form 3 Holdings Reported

[X] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Wise	Ted	F.
(Last)	(First)	(Middle)

233 S. Patterson Ave.
(Street)

Springfield	MO	65802
(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

O'Reilly Automotive, Inc. (ORLY)

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

498-56-0290

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4. Statement for Month/Year

December 31, 2001

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer
(Check all applicable)

[_] Director [_] 10% Owner
[X] Officer (give title below) [_] Other (specify below)

Co-President

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7. Individual or Joint/Group Filing
(Check applicable line)

[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) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Common Stock						
Common Stock						
Common Stock	Various	J4		78	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 4-07/99)

FORM 4 (continued)

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

	2. Conversion or			5. Number of Derivative	6.	7. Title and Amount of Underlying

1. Title of Derivative Security (Instr. 3)	Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exercisable and Expiration Date (Month/Day/Year)		Securities (Instr. 3 and 4)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options with tandem withholding right (right to buy)	$21.3125					8/5/00(1)	8/5/09	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)	$8.1563					2/27/98(1)	2/26/02	Common Stock	
Employee stock options with tandem withholding right (right to buy)	$26.51		A4	30,000		6/14/01(1)	6/14/10	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/Ted F. Wise	02/11/02
Ted F. Wise	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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