

OREILLY CHARLES H JR
Form 4
May 24, 2007

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OREILLY CHARLES H JR

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2006

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

233 SOUTH PATTERSON

(Street)

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

SPRINGFIELD, MO 65802

(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)			
			Code	V	Amount	(D)	Price			
Common Stock	12/21/2006		P ⁽¹⁾⁽⁴⁾		54,924	A	\$ 32.38	494,420	D	
Common Stock	12/21/2006		P ⁽²⁾⁽⁴⁾		27,486	A	\$ 32.38	426,120 ⁽³⁾	I	Indirectly as trustee for reporting person's child and reporting person's step mother.

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

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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 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY CHARLES H JR 233 SOUTH PATTERSON SPRINGFIELD, MO 65802	X			

Signatures

Charlie O'Reilly 05/24/2007

**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) The reporting person received 54,924 shares of O'Reilly Automotive, Inc. common stock with the redemption of the reporting person's interest in an exchange fund. The shares were valued at \$32.38 per share for the purpose of determining the number of shares distributable in connection with the redemption.
- (2) The reporting person, as trustee for the reporting person's child, received 27,486 shares of O'Reilly Automotive, Inc. common stock with the redemption of the trust's interest in an exchange fund. The shares were valued at \$32.38 per share for the purpose of determining the number of shares distributable in connection with the redemption.
- (3) Total includes 334,120 shares held as trustee for reporting person's child and 92,000 shares held as trustee for reporting person's step mother.

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The reporting person's purchase of O'Reilly Automotive, Inc common stock (O'Reilly common stock) reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, to the extent of 41,173 shares, with the reporting person's sale of: (i) 10,000 shares of O'Reilly common stock at a price of \$33.054 per share on November 17, 2006; (ii) 10,000 shares of O'Reilly common stock at a price of \$32.9318 per share on March 22, 2007; (iii) 17,393 shares of O'Reilly common stock at a price of \$34.00 per share on April 18, 2007; and (iv) 3,780 shares of O'Reilly common stock at a price of \$34.00 per share on April 19, 2007. The reporting person paid to O'Reilly Automotive, Inc \$46,558.26 on May 24, 2007, representing the full amount of the profit realized in connection with the short-swing transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.