

Edgar Filing: OREILLY DAVID E - Form 5

OREILLY DAVID E  
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

Form 4 Transactions Reported

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1. Name and Address of Reporting Person\*

O'Reilly                                          David                                          E.  
-----  
(Last)                                          (First)                                          (Middle)

233 S. Patterson Ave.

-----  
Springfield                                          (Street)                                          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)

494-56-6630

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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  
 Officer (give title below)                                           Other (specify below)

Chief Executive Officer and Co-Chairman of Board of Directors

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

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                        |
|---------------------------------------|-----------------------------------------|-----------------------------------------|---|----------------------------------------------------------------------------|------------------------|
|                                       |                                         | Code                                    | V | Amount                                                                     | or Price<br>(A)<br>(D) |
| Common Stock                          |                                         |                                         |   |                                                                            |                        |
| Common Stock                          |                                         |                                         |   |                                                                            |                        |
| Common Stock                          | Various                                 | J4                                      |   | 37                                                                         | 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)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3)                       | 2.<br>Conversion<br>or<br>Exercise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| Employee stock<br>options with tandem<br>withholding right<br>(right to buy) | \$ 8.25                                                                               |                                                            |                                                                    |                                                                                                                                    | 2/6/98(1) 2/5/02                                                                                              | Common<br>Stock                                                                                                              |
| Employee stock<br>options with tandem<br>withholding right<br>(right to buy) | \$12.25                                                                               |                                                            |                                                                    |                                                                                                                                    | 12/1/98(1) 12/1/07                                                                                            | Common<br>Stock                                                                                                              |
| Employee stock<br>options with tandem<br>withholding right<br>(right to buy) | \$21.31                                                                               |                                                            |                                                                    |                                                                                                                                    | 8/5/00(1) 8/5/09                                                                                              | Common<br>Stock                                                                                                              |
| Employee stock<br>options with tandem<br>withholding right<br>(right to buy) | \$26.51                                                                               |                                                            |                                                                    |                                                                                                                                    | 6/14/02(1) 6/14/11                                                                                            | Common<br>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/David E. O'Reilly

02/11/02

David E. O'Reilly

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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