O REILLY AUTOMOTIVE INC

Form 4 June 14, 2005

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

OMB Number:

3235-0287 January 31,

2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: Estimated average

OMB APPROVAL

burden hours per

response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

subject to

Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAW JEFF M

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

O REILLY AUTOMOTIVE INC [ORLY]

(Check all applicable)

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction

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

(Month/Day/Year) 233 S PATTERSON 06/10/2005

(Middle)

SVP Sales/Operations

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

SPRINGFIELD, MO 65801

(City) (State) (Zip)

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

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date

Expiration Exercisable Date

Title Amount

> of Shares

Number

Employee

stock option with tandem withholding

right to buy

\$ 12.25 06/10/2005 M

7,500 12/01/1998 12/01/2007

Common Stock

7,500

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SHAW JEFF M 233 S PATTERSON SPRINGFIELD, MO 65801

SVP Sales/Operations

Signatures

Jeff Shaw 06/14/2005 **Signature of Date Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 2

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).