

Groves Jeffrey Lynn  
 Form 4  
 May 15, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Groves Jeffrey Lynn

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP of Legal & General Counsel

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 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)
Common Stock	05/14/2013		M <sup>(1)</sup>	A	6,250 \$ 29.02	6,950	D
Common Stock	05/14/2013		S <sup>(1)</sup>	D	\$ 111	700 <sup>(2)</sup>	D
Common Stock						1,208 <sup>(3)</sup>	I

Indirectly as trustee for reporting person's parents and in the Company's 401k plan.

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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)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Includes entry for Nonqualified employee stock options.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationship categories include Director, 10% Owner, Officer, and Other. Entry for Groves Jeffrey Lynn as VP of Legal & General Counsel.

Signatures

/s/ Jeffrey Groves 05/15/2013

\*\*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 transactions reported on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on February 28, 2013.
(2) Total includes 107 shares held under the Company's Employee Stock Purchase Plan, 364 restricted shares awarded under the Company's Performance Incentive Plan and 229 shares held directly by Mr. Groves.
(3) Total includes 1,000 shares held as trustee of a trust for the benefit of the reporting person's parents and 208 shares held in the Company's 401k Plan.

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(4) 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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