

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**  
SEC Accession No. **0000898173-99-000026**

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### SUBJECT COMPANY

#### **O REILLY AUTOMOTIVE INC**

CIK: **898173** | IRS No.: **440618012** | State of Incorporation: **MO** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-21318** | Film No.: **99708980**  
SIC: **5531** Auto & home supply stores

Mailing Address  
233 SOUTH PATTERSON  
SPRINGFIELD MO 65802

Business Address  
233 S PATTERSON  
SPRINGFIELD MO 65802  
4178622674

### REPORTING OWNER

#### **BATTEN JAMES R**

CIK: **1041166** | State of Incorporation: **MO** | Fiscal Year End: **1231**  
Type: **4**  
SIC: **5531** Auto & home supply stores

Mailing Address  
233 SOUTH PATTERSON  
SPRINGFIELD MO 65802

Business Address  
233 S PATTERSON  
SPRINGFIELD MO 65802  
4178626708

FORM 4

OMB APPROVAL

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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 here if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*  
 Last, First, Middle: Batten, James R.  
 Street: 233 South Patterson  
 City, State, Zip: Springfield, MO 65802
2. Issuer Name and Ticker or Trading Symbol: O'Reilly Automotive, Inc. (ORLY)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year: August 31, 1999
5. If Amendment, date of original, month/year:
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other(specify below)  
 Officer Title: Vice-president of Finance/Chief Financial Officer
7. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

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

<TABLE>

<CAPTION>

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			(A)	(D)			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock					939	I	401(k) plan
Common Stock				\$45.907	173	I	Held in escrow under Performance Incentive Plan-1998
Common Stock				**\$27.813	131	I	Held in escrow under Performance Incentive Plan-1997
Common Stock				**\$16.438	52	I	Held in escrow under Performance Incentive Plan-1996

\*\* Performance Incentive Plan awards relate to fiscal years 1997 and 1996, but are held in escrow and will not be released until 1999 and 2000. The price of each respective award relates to the average stock price for each fiscal year award date.

</TABLE>

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

(over)

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

<TABLE>  
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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 Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Employee stock options with tandem with- holding right (right to buy)	\$23.75				10/06/98*10/06/02	Common Stock	35,000	35,000	D	
Employee stock options with tandem with- holding right (right to buy)	\$24.50				12/01/98*12/01/02	Common Stock	15,000	15,000	D	
Employee stock options with tandem with- holding right (right to buy)	\$42.625				08/05/00*08/05/09	Common Stock	10,000	10,000	D	

</TABLE>

Explanation of Responses:

All share ending balances have been adjusted to reflect a 100% stock dividend in the form of a stock split. Payment date on the dividend was August 31, 1997.

\*The derivative securities disclosed in Table II above are 25% exercisable 1 year after grant; 50% exercisable 2 years after grant; 75% exercisable 3 years after grant; and 100% exercisable 4 years after grant.

/s/ James R. Batten 9/10/99  
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\*\*Signature of Reporting Person 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.

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.