

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **1999-09-10** | Period of Report: **1999-07-31**
SEC Accession No. **0000898173-99-000027**

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SUBJECT COMPANY

O REILLY AUTOMOTIVE INC

CIK: **898173** | IRS No.: **440618012** | State of Incorpor.: **MO** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **000-21318** | Film No.: **99709030**
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

OREILLY DAVID E

CIK: **942572**
Type: **4/A**

Mailing Address
233 SOUTH PATTERSON
SPRINGFIELD MO 65802

Business Address
233 SOUTH PATTERSON
SPRINGFIELD MO 65802

FORM 4a

OMB APPROVAL

OMB Number: 3235-0287

Expires: September 30, 1998

Estimated average burden hours per response: .5

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: O'Reilly, David E.
 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: July 1999
5. If Amendment, date of original, month/year 08/06/99
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other(specify below)
 Officer Title: Chairman of the Board, Chief Executive 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)	4. Securities Acquired (A) Disposed of (D) (Instr. 3, 4 and 5)		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)
			Amount	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock					380,529	D	
Common Stock					1,097,068	I	As trustee for reporting person's children
Common Stock					238,406	I	As custodian for reporting person's minor children
Common Stock					1,316	I	401(k) plan

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

(over)

FORM 4 (continued)

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

<TABLE>

<CAPTION>

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable and Expiration Date	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of derivative Securities Beneficially Owned at End of Month (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)

Employee stock options with tandem with-holding right (right to buy)	\$16.500				2/06/98 2/05/02	Common Stock	40,000	40,000	D	
Employee stock options with tandem with-holding right (right to buy)	\$24.500				12/01/98* 12/01/07	Common Stock	30,000	30,000	D	

</TABLE>

Explanation of Responses:

All shares 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 security disclosed in Table II above is 25% exercisable 12/01/98; 50% exercisable 12/01/99; 75% exercisable 12/12/00; and 100% exercisable 12/01/01.

/s/ David E. O'Reilly 09/10/99

**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.