

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. **0000898173-99-000030**

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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.: **99709178**
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 LAWRENCE P

CIK: **942011**
Type: **4**

Mailing Address
C/O OREILLY AUTOMOTIVE
INC
233 SOUTH PATTERSON
SPRINGFIELD MI 65802

Business Address
O'REILLY AUTOMOTIVE INC
233 SOUTH PATTERSON
SPRINGFIELD MI 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: O'Reilly, Lawrence P.
 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 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: Chairman of the Board, Chief Operating 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)
			Amount	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock					685,785	D	
Common Stock					743,189	I	As trustee for reporting person's minor children
Common Stock					96,632	I	As custodian for reporting person's minor children
Common Stock					253,894	I	By spouse
Common Stock					2,217	I	401(k) plan

</TABLE>

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

FORM 4 (continued)

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)
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	
Employee stock options with tandem with- holding right (right to buy)	\$42.625				08/05/00* 08/05/09	Common Stock	25,000	25,000	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 after 2 years; 75% exercisable after 3 years; and 100% exercisable after 4 years.

/s/ Lawrence P. 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.