

O REILLY AUTOMOTIVE INC  
 Form 4  
 September 30, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
**HENSLEE GREGORY L**

2. Issuer Name and Ticker or Trading Symbol  
**O REILLY AUTOMOTIVE INC [ORLY]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & Co-President**

(Last) (First) (Middle)  
**233 S. PATTERSON AVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/28/2010**

4. If Amendment, Date Original Filed (Month/Day/Year)

**SPRINGFIELD, MO 65802**

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	09/28/2010		M <sup>(1)</sup>	A	\$ 11.775 42,798	D	
Common Stock	09/28/2010		S <sup>(1)</sup>	D	\$ 54 36,589	D	
Common Stock	09/29/2010		M <sup>(1)</sup>	A	\$ 11.775 50,380	D	
Common Stock	09/29/2010		S <sup>(1)</sup>	D	\$ 54 36,589 <sup>(2)</sup>	D	
Common Stock					5,055	I	Indirectly in the Company's

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 Security (Instr. 3 and 4)
Nonqualified employee stock options (right to buy)	\$ 11.775	09/28/2010		M <sup>(1)</sup>	6,209	02/13/2004 <sup>(3)</sup> 02/13/2013	Common Stock
Nonqualified employee stock options (right to buy)	\$ 11.775	09/29/2010		M <sup>(1)</sup>	13,791	02/13/2004 <sup>(3)</sup> 02/13/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENSLEE GREGORY L 233 S. PATTERSON AVE SPRINGFIELD, MO 65802			CEO & Co-President	

## Signatures

/s/ Gregory Henslee 09/30/2010

\*\*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 June 1, 2010.
- (2) Total includes 16,769 shares held under the Company's Employee Stock Purchase Plan and 19,820 shares held directly by Mr. Henslee.
- (3) 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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