

WOOTEN ROSALIE OREILLY

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
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response... 1.0

1. Name and Address of Reporting Person *
WOOTEN ROSALIE OREILLY

(Last) (First) (Middle)

233 SOUTH PATTERSON

(Street)

SPRINGFIELD, MO 65802

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.**

SEC 2270
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of
					(A)	(D)				
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â <u>(1)</u>	04/07/2006	Common Stock	25
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â <u>(2)</u>	04/09/2007	Common Stock	25
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	50,000	Â <u>(3)</u>	04/07/2008	Common Stock	50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOTEN ROSALIE OREILLY 233 SOUTH PATTERSON SPRINGFIELD,Â MOÂ 65802	Â X	Â	Â	Â

Signatures

Rosalie Wooten 02/14/2005
 **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) On April 7, 2003, the reporting person entered into a variable prepaid forward agreement (the "Agreement") with a brokerage firm, whereby the reporting person has agreed to sell 25,000 shares of O'Reilly Automotive, Inc. common stock (the "Shares") for the notional amount of \$28.1476 per share, subject to adjustment as below, against which the reporting person received on April 7, 2003, proceeds of approximately \$625,000 (\$25.00 per share.) The Agreement provides that upon its expiration on April 7, 2006 (the "Settlement Date") the reporting person shall be obligated to deliver 25,000 Shares, adjusted downward if such per share value is more than the per share notional amount and equal to or less than the specified ceiling price of \$33.7771. At the option of the reporting person, the Agreement

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may be settled in cash.

On April 7, 2003, the reporting person entered into a variable prepaid forward agreement (the "Agreement") with a brokerage firm, whereby the reporting person has agreed to sell 25,000 shares of O'Reilly Automotive, Inc. common stock (the "Shares") for the notional amount of \$28.1476 per share, subject to adjustment as below, against which the reporting person received on April 7, 2003, proceeds of approximately \$603,000 (\$24.12 per share.) The Agreement provides that upon its expiration on April 9, 2007 (the "Settlement Date") the reporting person shall be obligated to deliver 25,000 Shares, adjusted downward if such per share value is more than the per share notional amount and equal to or less than the specified ceiling price of \$36.5919. At the option of the reporting person, the Agreement may be settled in cash.

- (2)
- On April 7, 2003, the reporting person entered into a variable prepaid forward agreement (the "Agreement") with a brokerage firm, whereby the reporting person has agreed to sell 50,000 shares of O'Reilly Automotive, Inc. common stock (the "Shares") for the notional amount of \$28.1476 per share, subject to adjustment as below, against which the reporting person received on April 7, 2003, proceeds of approximately \$1,165,310 (\$23.3062 per share.) The Agreement provides that upon its expiration on April 7, 2008 (the "Settlement Date") the reporting person shall be obligated to deliver 50,000 Shares, adjusted downward if such per share value is more than the per share notional amount and equal to or less than the specified ceiling price of \$39.4066. At the option of the reporting person, the Agreement may be settled in cash.

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.