

O REILLY AUTOMOTIVE INC

Form 5

February 12, 2016

**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

Expires: January 31,  
2005

Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**OREILLY DAVID E**

(Last) (First) (Middle)

**233 S. PATTERSON AVE**

(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)  
**12/31/2015**

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)

**CHAIRMAN OF THE BOARD**

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)	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)
Common Stock	11/11/2015	Â	G	Amount 37,500 (A) or (D)	Price \$ 270.97	946,680 <sup>(1)</sup> I	Indirectly as trustee for reporting person's children and a GRAT, and in

Common Stock	Â	Â	Â	Â	Â	Â	224,611 <sup>(2)</sup>	D	Â
-----------------	---	---	---	---	---	---	------------------------	---	---

**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)

[illegible]**Reporting Owner Name / Address**

## Director 10% Owner Officer Other

OREILLY DAVID E  
233 S. PATTERSON AVE      X      CHAIRMAN OF THE BOARD  
SPRINGFIELD, MO 65802

## /s/ David O'Reilly 02/12/2016

**\*\*Signature of** \_\_\_\_\_ **Date** \_\_\_\_\_  
**Reporting Person**

\* 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) Total includes 926,184 shares held as trustee for reporting person's children, 12,894 shares held as trustee of a Grantor Retained Annuity Trust (GRAT) and 7,602 shares held in the Company's 401k Plan.
- (2) Total includes 3,075 unvested restricted share awards and 221,536 shares held directly by Mr. O'Reilly.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: O REILLY AUTOMOTIVE INC - Form 5

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.