

OREILLY CHARLES H JR
Form 5
February 14, 2005

FORM 5

**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).
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

1. Name and Address of Reporting Person *
OREILLY CHARLES H JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

233 SOUTH PATTERSON

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SPRINGFIELD, MO 65802

(City) (State) (Zip)

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)
				(A) or (D) Amount Price			
Common Stock	11/14/2001	Â	G	3,600 D \$ 32.92	425,830	D	Â
Common Stock	11/16/2001	Â	G	1,000 D \$ 33.04	424,830	D	Â
Common Stock	06/08/2004	Â	G	1,000 D \$ 44.81	423,830	D	Â

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

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SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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)	Amount or Number of
					(A)	(D)	Date Exercisable	Expiration Date		
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â (1)	04/07/2006	Common Stock	25
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â (2)	04/09/2007	Common Stock	25
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â (1)	04/07/2006	Common Stock	25
Variable Prepaid Forward Sales Contract Confirmation	Â	04/07/2003	Â	J	Â	25,000	Â (2)	04/09/2007	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY CHARLES H JR 233 SOUTH PATTERSON SPRINGFIELD, MO 65802	Â X	Â	Â	Â

Signatures

Charles H.
O'Reilly Jr.

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).

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 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.

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.