

Edgar Filing: O REILLY AUTOMOTIVE INC - Form 4/A

O REILLY AUTOMOTIVE INC
Form 4/A
April 10, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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 box 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*

O'Reilly	David	E.
-----	-----	-----
(Last)	(First)	(Middle)
233 S. Patterson Ave.		

Springfield	(Street) MO	65802
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

O'Reilly Automotive, Inc. (ORLY)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

494-56-6630

4. Statement for Month/Year

March, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Chief Executive Officer and Co-Chairman of Board of Directors

7. Individual or Joint/Group Filing (Check applicable line)

<input checked="" type="checkbox"/> Form filed by one Reporting Person
<input type="checkbox"/> Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,

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or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price
			(A) (D)

Common Stock

Common Stock

Common Stock

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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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

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2. Conver- sion or Exer- cise Price	3. Trans-	4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) -----

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1. Title of Derivative Security (Instr. 3)	of Deriv- ative Secur- ity	action Date (Month/ Day/ Year)	Code (Instr. 8) ----- Code V	of(D) (Instr. 3, 4 and 5) ----- (A) (D)	(Month/Day/Year) ----- Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares
Employee stock options with tandem withholding right (right to buy)	\$12.25				12/1/98(1)	12/1/07	Common Stock	
Employee stock options with tandem withholding right (right to buy)	\$21.31				8/5/00(1)	8/5/09	Common Stock	
Employee stock options with tandem withholding right (right to buy)	\$26.51				6/14/02(1)	6/14/11	Common Stock	
Variable Prepaid Forward Sales Contract Confirmation		3/21/02	J		(2)	4/18/05	Common Stock	100,000
Variable Prepaid Forward Sales Contract Confirmation		3/21/02	J		(2)	4/17/06	Common Stock	50,000
Variable Prepaid Forward Sales Contract Confirmation		3/21/02	J		(2)	4/17/07	Common Stock	50,000
Variable Prepaid Forward Sales Contract Confirmation		3/21/02	J		(2)	4/18/05	Common Stock	50,000
Variable Prepaid Forward Sales Contract Confirmation		3/21/02	J		(2)	4/17/06	Common Stock	25,000
							Common	

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	3/21/02	J	(2)	4/17/07	Stock	25,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/17/07	Stock	

	3/21/02	J	(2)	4/18/05	Common Stock	50,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/18/05	Stock	

	3/21/02	J	(2)	4/17/06	Common Stock	25,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/17/06	Stock	

	3/21/02	J	(2)	4/17/07	Common Stock	25,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/17/07	Stock	

	3/21/02	J	(2)	4/18/05	Common Stock	50,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/18/05	Stock	

	3/21/02	J	(2)	4/17/06	Common Stock	25,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/17/06	Stock	

	3/21/02	J	(2)	4/17/07	Common Stock	25,000
Variable Prepaid						
Forward Sales					Common	
Contract Confirmation				4/17/07	Stock	

Explanation of Responses:

All share ending balances have been adjusted to reflect 100% stock dividends in the form of two stock splits: July 31, 1997 and November 15, 1999. Payment dates on the dividends were August 31, 1997 and November 30, 1999, respectively.

/s/David E. O'Reilly

04/10/02

David E. O'Reilly

Date

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** 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.

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