#### OREILLY DAVID E

Form 4

February 16, 2012

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** 3235-0287 Number:

January 31, Expires:

2005 Estimated average 0.5

**OMB APPROVAL** 

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1,393,016 (2) I

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Common

Stock

(Print or Type Responses)

OREILLY DAVID E

1. Name and Address of Reporting Person \*

				REILLY AUTOMOTIVE INC RLY]	(Check all applicable)				
(Last) (First) (Middle) 233 S. PATTERSON AVE			(Mo	Date of Earliest Transaction onth/Day/Year) /15/2012	X Director 10% OwnerX Officer (give title Other (specify below) Chairman of the Board				
(Street)				f Amendment, Date Original ed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	SPRINGFI	ELD, MO 65802			Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)  Reported (I)  Transaction(s) (Instr. 4)  (Instr. 3 and 4)				
	Stock	02/13/2012		G V 24,730 D 83.45	Indirectly as				

trustee for reporting person's children and of a GRAT, and in the

> Company's 401k plan.

#### Edgar Filing: OREILLY DAVID E - Form 4

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 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities	1		(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	I (A) (D)				Shares		

### **Reporting Owners**

Director 10% Owner Officer Other

OREILLY DAVID E

233 S. PATTERSON AVE X Chairman of the Board

SPRINGFIELD, MO 65802

## **Signatures**

/s/ David

O'Reilly 02/16/2012

\*\*Signature of Date
Reporting Person

## **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) Total includes 6,379 restricted shares awarded under the Company's Performance Incentive Plan and 281,840 shares held directly by Mr. O'Reilly.
- (2) Total includes 1,348,657 shares held as trustee for reporting person's children, 36,750 shares held in a Grantor Retained Annuity Trust (GRAT) and 7,609 shares held in the Company's 401k Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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