

O REILLY AUTOMOTIVE INC  
Form 8-K  
August 31, 2012  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT

TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 28, 2012

O'REILLY AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

Missouri

000-21318

27-4358837

(State or other jurisdiction (Commission File Number) (I.R.S. Employer Identification No.)

of incorporation or

organization)

233 South Patterson Avenue

Springfield, Missouri 65802

(Address of principal executive offices, Zip code)

(417) 862-6708

(Registrant's telephone number, including area code)

(Not Applicable)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

Section 8 – Other Events

Item 8.01 Other Events

On August 28, 2012, Thomas McFall, Chief Financial Officer and Executive Vice-President of Finance of O'Reilly Automotive, Inc. (the "Company"), established a plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, for the trading of the Company's common stock. The plan provides for option exercises and subsequent sales of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of facilitating the exercise and subsequent sale of stock options with ten-year contractual lives that are due to expire beginning in May of 2016. The plan was established during the Company's unrestricted trading window and at a time when Mr. McFall was not in possession of material, non-public information about the Company. Mr. McFall has informed the Company that he will publicly disclose, as required by federal securities laws, any option exercises and stock sales made under this plan.

On August 28, 2012, Michael Swearengin, Senior Vice-President of Merchandise for the Company, established a plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, for the trading of the Company's common stock. The plan provides for option exercises and subsequent sales of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of facilitating the exercise and subsequent sale of stock options with a ten-year contractual life that are due to expire in December of 2013. The plan was established during the Company's unrestricted trading window and at a time when Mr. Swearengin was not in possession of material, non-public information about the Company. Mr. Swearengin has informed the Company that he will publicly disclose, as required by federal securities laws, any option exercises and stock sales made under this plan.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 31, 2012 O'REILLY AUTOMOTIVE, INC.

By: /s/ Thomas McFall  
Thomas McFall  
Executive Vice-President of Finance and Chief Financial Officer  
(principal financial and accounting officer)

---