

SHAW JEFF M
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 *
SHAW JEFF M

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)
Senior Vice President

233 S PATTERSON
(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

SPRINGFIELD, MO 65801

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Shares	12/31/2004	Â	J	41	A \$ ⁽¹⁾	I	401K Plan
Common Shares	12/31/2004	Â	J	219	A \$ ⁽²⁾	I	Employee Stock Purchase Plan
Common Stock	12/31/2004	Â	J	83	A \$ 32.955	D	Â

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						(3)			
Common Stock	12/31/2004	Â	J	123	A	\$ 23.83 (3)	8,451	D	Â
Common Stock	12/31/2004	Â	J	79	A	\$ 39.16 (3)	8,530	D	Â
Common Stock	12/31/2004	Â	J	83	D	\$ 32.955 (4)	0	I	Held in escrow under Performance Incentive Plan 2001.
Common Stock	12/31/2004	Â	J	123	D	\$ 23.83 (5)	123	I	Held in escrow under Performance Incentive Plan 2002.
Common Stock	12/31/2004	Â	J	79	D	\$ 39.16 (6)	157	I	Held in escrow under Performance Incentive Plan 2003.
Common Stock	04/30/2004	Â	J	93	D	\$ 38.91 (7)	204	I	Employee Stock Purchase Plan
Common Stock	04/30/2004	Â	J	54	D	\$ 38.93 (7)	150	I	Employee Stock Purchase Plan
Common Stock	04/30/2004	Â	J	93	A	\$ 38.91 (7)	8,623	D	Â
Common Stock	04/30/2004	Â	J	54	A	\$ 38.93 (7)	8,677	D	Â

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

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is
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of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW JEFF M 233 S PATTERSON SPRINGFIELD, MO 65801	Â	Â	Â Senior Vice President	Â

Signatures

Jeff Shaw 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).
- (1) Change in shares held under the Company's 401K Plan for the year ended 12/31/04.
- (2) Change in shares held under the Company's Employee Stock Purchase Plan for the year ended 12/31/04.
- (3) Direct ownership increased by 285 shares that were released on December 31, 2004 from the 2001, 2002 and 2003 Performance Incentive Plans Escrow account.
- (4) The 2001 Performance Incentive Plan award relates to fiscal year 2001. Shares released in December 2004, that pertained to the 2001 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.
- (5) The 2002 Performance Incentive Plan award relates to fiscal year 2002. Shares released in December 2004, that pertained to the 2002 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.
- (6) The 2003 Performance Incentive Plan award relates to fiscal year 2003. Shares released in December 2004, that pertained to the 2003 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.
- (7) Transfer of shares held indirectly under the Company's Employee Stock Purchase Plan to the reporting persons direct ownership.

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.