

O REILLY AUTOMOTIVE INC
 Form 5
 February 14, 2006

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)
 12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Sales & Store Operations

233 S PATTERSON AVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SPRINGFIELD, MO 65802

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 126 A | \$ ⁽¹⁾ 2,472 | I | Indirectly through the Company's 401K Plan. |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 315 A | \$ ⁽²⁾ 615 | D | ^ |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 246 A | \$ 17,350 11.915 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|------------|---|-----|---|--|--------|---|---|
| Common Stock | 12/31/2005 | 12/31/2005 | J | 158 | A | ⁽³⁾ \$ 19.58 <u>(3)</u> | 17,508 | D | Â |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 132 | A | \$ 24.585 <u>(3)</u> | 17,640 | D | Â |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 246 | D | \$ 11.915 <u>(4)</u> | 708 | I | Held in escrow under Performance Incentive Plan for 2002. |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 158 | D | \$ 19.58 <u>(5)</u> | 550 | I | Held in escrow under Performance Incentive Plan for 2003. |
| Common Stock | 12/31/2005 | 12/31/2005 | J | 132 | D | \$ 24.585 <u>(6)</u> | 418 | I | Held in escrow under Performance Incentive Plan for 2004. |

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.

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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 of (D) (Instr. 3, 4, and 5) | 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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAW JEFF M 233 S PATTERSON AVE SPRINGFIELD, MO 65802 | Â | Â | Â SVP Sales & Store Operations | Â |

Signatures

Jeff Shaw 02/14/2006

**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 12/31/05.
- (2) Change in shares held under the Company's Employee Stock Purchase Plan for the year ended 12/31/05.
- (3) Direct ownership increased by 536 shares that were released on December 31, 2005 from the 2002, 2003 and 2004 Performance Incentive Plan Escrow account.
- (4) The 2002 Performance Incentive Plan award relates to fiscal year 2002. Shares released in December 2005, that pertained to the 2002 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.
- (5) The 2003 Performance Incentive Plan award relates to fiscal year 2003. Shares released in December 2005, that pertained to the 2003 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.
- (6) The 2004 Performance Incentive Plan award relates to fiscal year 2004. Shares released in December 2005, that pertained to the 2004 Performance Incentive Plan are now reflected in direct ownership, see footnote 3.

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.