



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))

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Section 8 – Other Events

Item 8.01 Other Events

On November 6, 2012, Rosalie O'Reilly-Wooten, a member of the Board of Directors 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 the sale of specified share amounts at specific market prices, subject to specified limitations. The plan was established for the purpose of diversifying Mrs. Wooten's portfolio. The plan was established during the Company's unrestricted trading window and at a time when Mrs. Wooten was not in possession of material, non-public information about the Company. Mrs. Wooten has informed the Company that she will publicly disclose, as required by federal securities laws, any stock sales made under this plan.

On November 12, 2012, the Company issued a press release announcing that its Board of Directors approved a resolution to increase the authorization amount under its share repurchase program by an additional \$500 million, raising the aggregate authorization under the program to \$3.0 billion. The text of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press Release dated November 12, 2012

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: November 13, 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)

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EXHIBIT INDEX

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99.1	Press Release dated November 12, 2012

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