

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

DIVISION OF CORPORATION FINANCE

November 21, 2012

<u>Via E-mail</u> Greg Henslee Chief Executive Officer O'Reilly Automotive, Inc. 233 South Patterson Springfield, MO 65802

> Re: O'Reilly Automotive, Inc. Form 10-K for Fiscal Year Ended December 31, 2011 Filed February 28, 2012 Definitive Proxy Statement on Schedule 14A Filed March 23, 2012 File No. 000-21318

Dear Mr. Henslee:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Mara L. Ransom

Mara L. Ransom Assistant Director