

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9034 / May 29, 2009

SECURITIES EXCHANGE ACT OF 1934
Release No. 60006 / May 29, 2009

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2982 / May 29, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13485

In the Matter of

CSK AUTO CORPORATION,

Respondent.

**ORDER UNDER SECTION 27A(b) OF THE
SECURITIES ACT OF 1933 AND SECTION
21E(b) OF THE SECURITIES EXCHANGE
ACT OF 1934, GRANTING WAIVERS OF
THE DISQUALIFICATION PROVISIONS OF
SECTION 27A(b)(1)(A)(ii) OF THE
SECURITIES ACT OF 1933 AND SECTION
21E(b)(1)(A)(ii) OF THE SECURITIES
EXCHANGE ACT OF 1934**

O'Reilly Automotive, Inc. ("O'Reilly") has submitted a letter, dated April 8, 2009, for a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 ("Securities Act") and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 ("Exchange Act") arising from CSK Auto Corporation's ("CSK") offer to settle to a cease-and-desist order. CSK is a wholly-owned subsidiary of O'Reilly. On May 26, 2009, the Commission issued a cease-and-desist order against CSK. In the order, the Commission alleged that CSK violated (among other provisions) Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5. Without admitting or denying the allegations, CSK consented to cease and desist from committing future violations of these (and other) provisions (the "Cease-and-Desist Order").

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward-looking statement that is "made with respect to the business or operations of an issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was first made . . . has been made the subject of an administrative . . . order arising out of a government action that . . . prohibits future violations of the antifraud provisions of the federal securities laws." Section 27A(b)(1)(A)(ii) of the Securities Act and Section

21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications apply except “to the extent otherwise specifically provided by rule, regulation, or order of the Commission.” Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act.

Because the violations alleged in the Cease-and-Desist Order were committed at CSK before O’Reilly acquired CSK, and because the Cease-and-Desist Order does not involve allegations of misconduct by O’Reilly or require undertakings by or involving O’Reilly, the Commission has determined that O’Reilly’s request for a waiver of the disqualifications resulting from the Cease-and-Desist Order is appropriate and should be granted.

Accordingly, **IT IS ORDERED**, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to O’Reilly resulting from the entry of the Cease-and-Desist Order is hereby granted.

By the Commission.

Elizabeth M. Murphy
Secretary