FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

l	OMB APPROVAL								
l	OMB Number:	3235-0287							
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of William		2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]									k all applic Directo	cable) or	10% Ov		ner			
(Last) (First) (Middle) 123 SOUTH FRONT STREET							f Earli	iest Trai	nsactio	n (Mon	th/Day/Year)	X	below)	Officer (give title below) Exec. Vice President Preside		below)	респу		
(Street) MEMPH (City)	MEMPHIS TN 38103					If Amer	ndme	nt, Date	e of Oriç	ginal Fil	led (Month/D	6. Indi Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				1		
(=:-9)				Non-Deri	ivativ	e Sec	curit	ies A	cauir	ed. D	isposed o	of. or E	Benef	cially	Owned				
1. Title of Security (Instr. 3) 2. Trai					ransaction		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Disposed Of		5. Amou Securiti Benefic	unt of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect direct I	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			Instr. 4)
Common	Stock	03/01/2	017				M	\Box	12,000	Α	\$14	12.77	14,6	14,666.66					
Common Stock 03/01/						17			S		500	D	\$738	.674(1)	14,1	66.66	D		
Common Stock 03/01/20					017	17					1,100	D	\$738.	0916(2)	13,0	66.66	Г		
Common Stock 03/01/20					017	7			S		10,400	D \$736.5523 ⁽³⁾		2,666.66		Г			
Common Stock															3,	600	I		By GRAT
		-	Гablе								sposed of , converti				wned				
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. Transa Code (8)			vative urities uired or oosed O) (Instr.	Expii (Mon	te Exer ation D th/Day/		7. Title and Amour of Securities Underlying Derivative Securit (Instr. 3 and 4)		[B. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly Di or	vnership orm: rect (D) Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	or Nui of	ount mber ares					
Non- Qualified Stock Option (right to	\$142.77	03/01/2017		М				12,000		(5)	09/30/2019	Commo		,000	\$0.0000 0.0)	D	

Explanation of Responses:

- 1. This price represents the weighted average price per share of common Stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each a "Share"), of sales that were executed at prices ranging from \$738.55 \$738.82 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 2. This price represents the weighted average price per share of common Stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each a "Share"), of sales that were executed at prices ranging from \$737.55 \$738.54 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 3. This price represents the weighted average price per share of common Stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each a "Share"), of sales that were executed at prices ranging from \$736.50 \$737.39 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 4. Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- $5.\ Options\ exercisable\ in\ one-fourth\ increments\ on\ September\ 29,\ 2010,\ 2011,\ 2012\ and\ 2013,\ respectively.$

<u>William W. Graves</u> 03/01/2017

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.