FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEN	ENT OF CHANGES IN	BENEFICIAL (OWNERSHIP

OMB APPROVAL

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

Name and Address of Reporting Person* Frazer Preston			2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]								tionship of Reporting Person(s) to Issue all applicable) Director 10% Own							
(Last)	,	First)	(Middle	e)		3. Date of Earliest Transaction (Month/Day/Year) 10/30/2023							X Officer (give title Other below) Senior Vice President			low)	(specify)	
				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								idual or	Joint/Group	Filing (Che	ck App	plicable	
(Street)	ис т	·N.T	20102										ine) X	Form filed by One Reporting Person				n
MEMPH	115 1	N	38103		- L								Form filed by More than One Reporting Person					
(City)	(5	State)	(Zip)		R	Rule 10b5-1(c) Transaction Indication												
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												
		Tab	le I -	Non-Deriv	/ativ	e Sec	urities A	Acquir	ed, [Disposed (of, or E	Benefici	ally (Owned	t			
1. Title of	Security (Ins	str. 3)		2. Transaction Date (Month/Day/		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Disposed Of			d 5) Se Be		ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ct c	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(A) or (D)	Price		Transac (Instr. 3	tion(s)			
Common	Stock			10/30/20	23			M		1,580	A	\$744.6	62	2,28	9.4481	D		
Common	Stock			10/30/20	23			M		1,245	A	\$744.8	85	3,53	4.4481	D		
Common	Stock			10/30/20	23			M		1,175	A	\$587.3	13	4,70	9.4481	D		
Common	Stock			10/30/20)23			M		1,475	A	\$772.	.8	6,18	4.4481	D		
Common	Stock			10/30/20)23			M		5,085	A	\$1,060	.81	11,26	59.4481	D		
Common	Stock			10/30/20)23			M		1,200	A	\$1,139	.99	12,46	59.4481	D		
Common Stock		10/30/2023				S		400	D	\$2,454.3	\$2,454.38 ⁽¹⁾		12,069.4481					
Common	Stock			10/30/20)23			S		1,575	D	\$2,457.7	76 ⁽²⁾	10,49	94.4481	D		
Common	Stock			10/30/20)23			S		884	D	\$2,458.9	94 ⁽³⁾	9,61	0.4481	D		
Common Stock		10/30/20	10/30/2023		;			1,224	D	\$2,460.4	43 ⁽⁴⁾	8,38	6.4481	D				
Common Stock 10/3		10/30/20)23			S		28	D	\$2,461.3	14 ⁽⁵⁾	8,35	8.4481	D				
Common	Stock			10/30/20)23	3		S		3,807	D	\$2,462.79(6)		⁶⁾ 4,551.4481		D		
Common	Stock			10/30/2023		3		S		100	D	\$2,465	.02	4,45	1.4481	D		
Common	Stock			10/30/20	10/30/2023		3			1,142	D	\$2,476.42 ⁽⁷⁾		3,30	9.4481	D		
Common	Stock			10/30/2023		3		S		48	D	\$2,477.09		3,261.4481		D		
Common	Stock			10/30/20)23			S		10	D	\$2,478	.28	3,25	1.4481	D		
Common	Stock			10/30/20)23			S		2,542	D	\$2,480.8	82(8)	709	.4481	D		
Common	Stock														20	I		By Spouse
Common	Stock													8	375	I		Family Frust
		-	Table							sposed of s, converti				wned				
Security or Exercise (Month/Day/Year) if any		ıtion Date, Trans		saction e (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/Day		rcisable and Date	7. Title Amoun Securit Underly	and it of ies ying ive Security	8. I De Se (In	Price of erivative scurity str. 5) 9. Numbe derivative securities Beneficia Owned Following Reported Transacti (Instr. 4)		Owne Form: Direct or Ind (I) (Ins	(D) irect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A) (D)	Date Exerc	cisable	Expiration Date	Title	Amoun or Numbe of Shares	er					

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$744.62	10/30/2023		М			1,580	(9)	10/07/2025	Common Stock	1,580	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$744.85	10/30/2023		М			1,245	(10)	09/24/2026	Common Stock	1,245	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$587.13	10/30/2023		М			1,175	(11)	09/27/2027	Common Stock	1,175	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$772.8	10/30/2023		М			1,475	(12)	09/26/2028	Common Stock	1,475	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$1,060.81	10/30/2023		М			5,085	(13)	10/08/2029	Common Stock	5,085	\$0	0	D	
Non- Qualified Stock Option (right to	\$1,139.99	10/30/2023		М			1,200	(14)	10/08/2030	Common Stock	1,200	\$0	3,600	D	

Explanation of Responses:

- 1. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,454.37 \$2,455.20 per Share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (1) through (8) to this Form 4.
- 2. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,457.26 \$2,458.10 per Share, inclusive.
- 3. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,458.65 \$2,459.58 per Share, inclusive.
- 4. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,459.70 \$2,460.66 per Share, inclusive.
- 5. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,460.90 \$2,461.84 per Share, inclusive.
- 6. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,462.19 \$2,463.08 per Share, inclusive.

 7. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,475.95 \$2,476.70 per Share, inclusive.
- 8. This price represents the weighted average price per Share, of the Issuer, of sales that were executed at prices ranging from \$2,480.13 \$2,481.11 per Share, inclusive.
- 9. Options exercisable in one-fourth increments on October 6, 2016, 2017, 2018, and 2019, respectively.
- 10. Options exercisable in one-fourth increments on September 23, 2017, 2018, 2019, and 2020, respectively.
- $11.\ Options\ exercisable\ in\ one-fourth\ increments\ on\ September\ 26,\ 2018,\ 2019,\ 2020,\ and\ 2021,\ respectively.$
- $12.\ Options\ exercisable\ in\ one-fourth\ increments\ on\ September\ 25,\ 2019,\ 2020,\ 2021,\ and\ 2022,\ respectively.$
- $13.\ Options\ exercisable\ in\ one-fourth\ increments\ on\ October\ 7,\ 2020,\ 2021,\ 2022,\ and\ 2023,\ respectively.$
- $14.\ Options\ exercisable\ in\ one-fourth\ increments\ on\ October\ 7,\ 2021,\ 2022,\ 2023,\ and\ 2024,\ respectively.$

/s/ Preston Frazer

11/01/2023

** 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).
- $^{\star\star} \ \text{Intentional misstatements or omissions of facts constitute Federal Criminal Violations See \ 18 \ U.S.C.\ 1001 \ and \ 15 \ U.S.C.\ 78 \text{ff(a)}.$

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.