FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHII				
	STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APP	ROVAL
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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)

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

1. Name and Address of Reporting Person* MCKENNA WILLIAM ANDREW						2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]										olicable)	Person(s) to Issuer 10% Owner	
(Last) (First) (Middle) 123 SOUTH FRONT STREET				3. Date of Earliest Transaction (Month/Day/Year) 01/01/2015									Offic below	er (give title w)		Other (specify below)		
(Street) MEMPH (City)			38103 Zip)		_ 4. If	4. If Amendment, Date of Origi					ial Filed (Month/Day/Year)				ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Tabl	e I - N	lon-Deriv	/ative	Sec	uritie	s Ac	quire	ed, Di	isposed o	f, or B	enefic	ially	Owne	ed		
		2. Transact Date (Month/Day		Execution Date,			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			Benefic		rities ficially ed Following	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price		Trans	action(s) 3 and 4)		(Instr. 4)		
Common Stock ⁽¹⁾			01/01/2	015				A		355.34 ⁽²⁾	A ⁽³⁾	\$619	.11(4)	4	,293.67	D		
Common Stock														2,000	I	By Spouse		
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)	Execution	ion Date, Transa Code (6. Date Exer Expiration D (Month/Day/		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		Deriv Secu (Inst		9. Number or derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Code		v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares	er				

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan (the "Plan"). Pursuant to the AutoZone, Inc. 2014 Director Compensation Program (the "2014 Program"), directors may elect to be paid either (1) 100% of their annual retainer fees and any additional fees in the form of restricted stock units ("RSUs") or (2) \$75,000 of their annual retainer fees and any additional fees in the form of cash, with the remaining portion of the annual retainer fee (\$125,000) paid in the form of restricted stock units. All fees taken in the form of RSUs are paid annually and any portion of the fees to be paid in cash are paid on a quarterly basis
- 2. Restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the Plan and the 2014 Program in lieu of the annual retainer fees plus additional fees in an aggregate amount equal to \$220,000. The number of shares of the issuer's common stock underlying the restricted stock unit award is equal to the reporting person's aggregate annual retainer fees plus additional fees, divided by the closing market price of a share of the issuer's common stock on December 31, 2014
- 3. The shares will be delivered to the reporting person upon the earlier of (a) the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Termination Date") or (b) the fifth anniversay of the grant date, in which event the reporting person will have an opportunity to re-defer the delivery of the shares up to one year prior to the fifth anniversary; unless the reporting person has irrevocably elected in writing by December 31, 2014, to defer the delivery of such shares until the Termination Date.
- 4. The price per share is equal to the closing market price of a share of the issuer's common stock on December 31, 2014.

/s/ Rebecca W. Ballou, as 01/05/2015 attorney-in-fact

** Signature of Reporting Person

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.