

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>RHODES WILLIAM C III</b>  (Last) (First) (Middle) <b>123 SOUTH FRONT STREET</b>  (Street) <b>MEMPHIS TN 38103</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AUTOZONE INC [ AZO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/22/2013</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2013		M		15,923	A	\$82	34,181.7514	D	
Common Stock	05/22/2013		S		1,490	D	\$423.33 <sup>(1)</sup>	32,691.7514	D	
Common Stock	05/22/2013		S		3,300	D	\$421.4894 <sup>(2)</sup>	29,391.7514	D	
Common Stock	05/22/2013		S		4,333	D	\$422.6651 <sup>(3)</sup>	25,058.7514	D	
Common Stock	05/22/2013		S		6,800	D	\$420.4501 <sup>(4)</sup>	18,258.7514	D	
Common Stock	05/23/2013		M		8,650	A	\$82	26,908.7514	D	
Common Stock	05/23/2013		S		8,650	D	\$420.0112 <sup>(5)</sup>	18,258.7514	D	
Common Stock								787	I	As Custodian for Daughter
Common Stock								787	I	As Custodian for Son

**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
Non-Qualified Stock Option (right to buy) <sup>(6)</sup>	\$82	05/22/2013		M			15,923	(7)	10/16/2015	Common Stock	15,923	\$0.0000	33,077	D	
Non-Qualified Stock Option (right to buy) <sup>(6)</sup>	\$82	05/23/2013		M			8,650	(7)	10/16/2015	Common Stock	8,650	\$0.0000	24,427	D	

**Explanation of Responses:**

- 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 \$423.09 - \$423.55 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.
- 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 \$421.03 - \$421.8925 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.
- 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 \$422.0875 - \$423.02 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. 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 \$420.00 - \$420.98 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.

5. 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 \$420.00 - \$420.19 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.

6. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.

7. Options are exercisable in one-fourth increments on October 15, 2006, 2007, 2008, and 2009, respectively.

/s/ William C. Rhodes III

05/24/2013

\*\* 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.**