

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	
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1. Name and Address of Reporting Person* RHODES WILLIAM C III			2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]			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) Chairman, President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2019					
123 SOUTH FRONT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
MEMPHIS	TN	38103						
(City)	(State)	(Zip)						

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	03/28/2019		J		6,342	A	\$1,007.56	21,113.422	D ⁽¹⁾	
Common Stock ⁽²⁾	03/31/2019		A		68	A	\$1,024.12	21,187.316	D	
Common Stock ⁽²⁾	03/31/2019		A		12	A	\$0.0000	21,199.316	D	
Common Stock								847	I	As Custodian for Son
Common Stock								81	I	As Trustee for Daughter's Trust
Common Stock								81	I	As Trustee for Son's trust
Common Stock								11,000	I	By GRAT #3
Common Stock								847	I	By Trust for Daughter
Common Stock								9,935	I	By Trust for Wife

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					

Explanation of Responses:

1. On March 28, 2019, the reporting person withdrew 6,342 shares of AutoZone common stock from a grantor retained annuity trust established for the benefit of himself and his two (2) adult children. In exchange for the shares, the reporting person contributed to the trust \$6,389,913.81 in cash. The withdraw of shares from the trust resulted in a decrease in the number of shares the reporting person beneficially owns indirectly through the trust and a corresponding increase in the number of shares the reporting person beneficially owns directly. The reporting person believes that his withdrawal of shares from the trust constitutes a change in the form of beneficial ownership of the shares, exempted by Rule 16a-13 under the Securities and Exchange Act of 1934.

2. Acquired pursuant to AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan.

/s/ William C. Rhodes III

04/01/2019

** Signature of Reporting Person

Date

* 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.