

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>RHODES WILLIAM C III</u>  (Last) (First) (Middle) 123 SOUTH FRONT STREET  (Street) MEMPHIS TN 38103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [ AZO ]</u>	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) 12/22/2020	
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	12/18/2020		G	V	3,436	D	\$0.0000	15,463.3555 <sup>(1)</sup>	D	
Common Stock	12/22/2020		M		11,250	A	\$371.47	26,713.3555	D	
Common Stock	12/22/2020		S		300	D	\$1,191.43 <sup>(2)</sup>	26,413.3555	D	
Common Stock	12/22/2020		S		848	D	\$1,186.34 <sup>(3)</sup>	25,565.3555	D	
Common Stock	12/22/2020		S		1,406	D	\$1,185.53 <sup>(4)</sup>	24,159.3555	D	
Common Stock	12/22/2020		S		1,500	D	\$1,187.46 <sup>(5)</sup>	22,659.3555	D	
Common Stock	12/22/2020		S		1,821	D	\$1,190.67 <sup>(6)</sup>	20,838.3555	D	
Common Stock	12/22/2020		S		2,474	D	\$1,189.74 <sup>(7)</sup>	18,364.3555	D	
Common Stock	12/22/2020		S		2,901	D	\$1,188.71 <sup>(8)</sup>	15,463.3555	D	
Common Stock	12/23/2020		S		100	D	\$1,187	0.0000	I	As Co-Trustee for Siblings' Trust #1
Common Stock	12/18/2020		G	V	3,436	A	\$0.0000	3,436	I	As Trustee for Descendants Trust
Common Stock	12/18/2020		G	V	3,436	D	\$0.0000	5,249	I	By Trust for Wife
Common Stock								100	I	As Co-Trustee for Siblings' Trust #2
Common Stock								847	I	As Custodian for Son
Common Stock								1,720	I	As Trustee for Daughter's Trust
Common Stock								1,719	I	As Trustee for Son's trust
Common Stock								5,000	I	GRAT #4
Common Stock								5,000	I	GRAT #5

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Transaction V	7. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title and Amount or Number of Underlying Derivative Securities (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy) <sup>(9)</sup>	\$371.47	12/22/2020		M		(11,250)	09/28/2022	Common Stock	\$0.0000	11,250	D	

**Explanation of Responses:**

- On December 18, 2020, the Reporting Person transferred 3,436 shares of common stock, par value \$0.01 per share (each a "Share"), of AutoZone, Inc. ("Issuer") to a descendants trust of which the Reporting Person is trustee.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,191.30-\$1,191.49 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission ("SEC") 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 Issuer, of sales that were executed at prices ranging from \$1,186.11-\$1,186.78 per Share. 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 price.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,185.00-\$1,185.87 per Share. 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 price.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,187.16-\$1,188.08 per Share. 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 price.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,190.21-\$1,191.18 per Share. 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 price.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,189.21-\$1,190.16 per Share. 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 price.
- This price represents the weighted average price per Share of Issuer, of sales that were executed at prices ranging from \$1,188.18-\$1,189.17 per Share. 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 price.
- Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
- Options exercisable in one-fourth increments on September 27, 2013, 2014, 2015 and 2016, respectively.

/s/ William C. Rhodes III

12/23/2020

\*\* 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.

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