

**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
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1. Name and Address of Reporting Person* <b>GOVE SUE</b>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/20/2012</b>			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		
<b>123 SOUTH FRONT STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>MEMPHIS</b>	<b>TN</b>	<b>38103</b>					
(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	12/20/2012		M		3,715	A	\$96.39	5,083.7	D	
Common Stock	12/20/2012		M		1,500	A	\$119.145	6,583.7	D	
Common Stock	12/20/2012		M		1,500	A	\$116.345	8,083.7	D	
Common Stock	12/20/2012		M		1,500	A	\$92.22	9,583.7	D	
Common Stock	12/20/2012		S		459	D	\$356.461 <sup>(1)</sup>	9,124.7	D	
Common Stock	12/20/2012		S		3,781	D	\$355.8267 <sup>(2)</sup>	5,343.7	D	
Common Stock	12/20/2012		S		3,975	D	\$357.9677 <sup>(3)</sup>	1,368.7	D	

**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>(4)</sup>	\$92.22	12/20/2012		M			1,500	01/01/2009	01/01/2016	Common Stock	1,500	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy) <sup>(4)</sup>	\$116.345	12/20/2012		M			1,500	01/01/2010	01/01/2017	Common Stock	1,500	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy) <sup>(4)</sup>	\$119.145	12/20/2012		M			1,500	01/01/2011	01/01/2018	Common Stock	1,500	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy) <sup>(4)</sup>	\$96.39	12/20/2012		M			3,715	07/11/2008	07/11/2015	Common Stock	3,715	\$0.0000	0.0000	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 \$356.40 - \$356.51 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 \$355.40 - \$356.20 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.

3. 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 \$357.75 - \$358.25 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. Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.

/s/ Sue E. Gove

12/21/2012

\*\* 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.**