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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPRO	VAL
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* CROWLEY WILLIAM C		on*	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					Director	10% Owner		
(Last) 200 GREENWI	ast) (First) (Middle) 00 GREENWICH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 12/21/2011		Officer (give title below)	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing	(Check Applicable		
(Street)				Line)				
GREENWICH	СТ	06830		X	Form filed by One Repor	rting Person		
	C1				Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)			r erson			

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 Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$0.01 per share	12/21/2011		s		30	D	\$330.02 ⁽¹⁾	11,858	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/21/2011		s		43	D	\$331.08 ⁽⁴⁾	11,815	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/22/2011		s		76	D	\$329.12 ⁽⁵⁾	11,739	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/22/2011		s		5	D	\$330.23 ⁽⁶⁾	11,734	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/23/2011		s		170	D	\$330.44 ⁽⁷⁾	11,564	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/23/2011		s		1	D	\$331.05 ⁽⁸⁾	11,563	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock, par value \$0.01 per share	12/21/2011		s		9	D	\$330.02 ⁽¹⁾	6,367	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/21/2011		s		13	D	\$331.08 ⁽⁴⁾	6,354	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/22/2011		s		43	D	\$329.12 ⁽⁵⁾	6,311	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/22/2011		s		2	D	\$330.23 ⁽⁶⁾	6,309	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/22/2011		s		1	D	\$331.06	6,308	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/23/2011		s		84	D	\$330.44(7)	6,224	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share	12/23/2011		s		1	D	\$331.05 ⁽⁸⁾	6,223	I	See Footnotes ⁽³⁾⁽⁹⁾	
Common Stock, par value \$0.01 per share								690	D ⁽³⁾⁽¹⁰⁾		

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)

		Та	ble II - Deriva (e.g., p					ired, Disp options,	· ·		or	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date,	& ode Transa		(6A)Nu of	1 m(150;) r	ExDectisElatero	isΩabtle: and	7itītētle Amour	a®slotares tof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
(Instr. 3) 1. This price r ranging from	Price of represents the a Derivative \$320,0000 \$33	30.15 per Share. The I	if any (Month/Day/Year) Average price per sh Reporting Persons un	Code are of co dertake	ommon	Stock C	vative Fities fired on reque	(Month/Day/ Zone, Inc. (the est by the Secu	'Issuer"), par	Securi Underl Value Su Deriva Securi	ying Of per share	Security (Instr. 5) (each, a' Sh taff, the Issue	Securities Beneficially are of sales that Owned Owned Pollowing hold	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4) er, full
2. These Shar	egarding the nu es are held by	imber of Shares sold Tynan, LLC, a limited	at each price. d liability company o Mr. Crowley is the P	f which	William	Disp of (D	osed wley is	s the manager a	nd a member.	_ and 4) -		which togethe	Reported Transaction(s)		
			ms beneficial owners												·
			l average price per Sh ion staff, the Issuer o											ndertake to pro	ovide, upon
5. This price r request by the	epresents the a Securities and	pproximate weighted Exchange Commiss	l average price per Sh ion staff, the Issuer o	are, of s r a secu	sales tha ty hold	t were ler of tl	execute ne Issue	d at prices rang r, full informat	ging from \$32 on regarding	9.00 to \$ the numb	329.59 per S ber of Share	Share. The Re s sold at each	porting Persons u price.	ndertake to pro	ovide, upon
request by the 7. This price r	e Securities and represents the a	Exchange Commiss approximate weighted	l average price per Sh ion staff, the Issuer o l average price per Sh ion staff, the Issuer o	r a secui	ity hold sales tha	ler of tl at were	ne Issue execute	r, full informat	on regarding Expiration Singuration \$33	the numb 0. 0 0 to \$	eNumbere of 3Shapper	s sold at each Share. The Re	price. porting Persons u		

8. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$331.00 to \$331.08 per Share. The Reporting Persons undertake 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.

9. These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

10. These Shares are held directly by Mr. Crowley.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

<u>/s/ William C. Crowley</u>	<u>12/2</u>
** Signature of Reporting Person	Date

23/2011

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.