FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGE	S IN BENEFIC	CIAL OWNERS	HIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								

0.5

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

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) X Director 10% Owner					
(Last) 123 SOU	(Fi	,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/18/2022						X Officer (give title Other (specify below) below) Chairman, President & CEO				
(Street) MEMPHIS TN 38103				4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(St	ate)	Zip)							Perso	n			
		Tab	le I - Non-Deriv	ative Securitie	s Acq	uire	d, Dispos	ed of,	or Benefici	ially Owned	d			
1. Title of \$	Security (Inst	r. 3)	2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year	3. Transa Code 8)		4. Securities Disposed Of		ed (A) or tr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Indi direct Ben 4) Owr	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an				·
Common	Stock		07/18/2022		M		2,958	A	\$744.62	18,892.	8773	D		
Common	Stock		07/18/2022		S		90	D	\$2,210.37	18,802.	8773	D		
Common	Stock		07/18/2022		S		100	D	\$2,201.29	²⁾ 18,702.	8773	D		
Common	Stock		07/18/2022		S		151	D	\$2,213.57	³⁾ 18,551.	8773	D		
Common	Stock		07/18/2022		S		152	D	\$2,212.32	4) 18,399.	8773	D		
Common	Stock		07/18/2022		S		155	D	\$2,203.47	5) 18,244.	8773	D		
Common	Stock		07/18/2022		S		182	D	\$2,207.880	6) 18,062.	8773	D		
Common	Stock		07/18/2022		S		248	D	\$2,200.44	7) 17,814.	8773	D		
Common	Stock		07/18/2022		S		300	D	\$2,205.95	8) 17,514.	8773	D		
Common	Stock		07/18/2022		S		300	D	\$2,204.57	9) 17,214.	8773	D		
Common	Stock		07/18/2022		S		349	D	\$2,202.47(1	16,865.	8773	D		
Common	Stock		07/18/2022		S		394	D	\$2,206.74	16,471.	8773	D		
Common	Stock		07/18/2022		S		537	D	\$2,209.27	15,934.	8773	D		
Common	Stock									100)	I	Tru Sib	Co- stee for lings' st #2
Common	Stock									2,42	7	I	for	Trustee aghter's st
Common	Stock									1,93	6	I	for	Trustee scendants st
Common Stock									2,42	2,426		I As for trus		
Common Stock									5,00	0	I	GR	AT #6	
		Т	able II - Deriva	tive Securities uts, calls, war										
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	4. Transaction Code (Instr. 8) 5. Nu of Deriv Secu Acqu (A) oo Dispo of (D) (Instr and 8)	mber 6 Eative rities ired (l	. Date xpirati	Exercisable a on Date Day/Year)	nd 7. Ar Se Ur De	Title and mount of scurities nderlying rivative Securitiestry Securities and 4)	8. Price of Derivative Security (Instr. 5)	9. Nun deriva Securi Benefi Owned Follow Repor Transa (Instr.	tive ities icially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		י				uired, Disposed s, options, conv	rtible secuni	r - J			
1. Title of	2.	3. Transaction	3A. Deemed Execution Date.	Code V	(5A)Nu((ED)er	Date Expiration Date	d TitTetle and Sh		9. Number of derivative	10.	11. Nature
Non-rity Qualified Stock	or Exercise Price of Derivative Se 744.62	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) 012,958	(Month/Day/Year)	Amount of Securities Underlying Commone Society Control of Securities Underlying Commone Society Stock in and 2	Security (Instr. 5)	Securities Beneficially Owned Folic4,892	Ownership Form: Direct (D) or Indirect (I) (Ir ^D tr. 4)	Beneficial Ownership (Instr. 4)
Option (right to buy)	J				Disposed of (D) (Instr. 3, 4		WStock' all a	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Reported Transaction(s) (Instr. 4)	(1) (11 11 4)	
Explanation	n of Respons	es:			and 5)						

- 1. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,210.02 \$2,210.65 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.
- 2. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,201.01 \$2,201.56 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.

 Amount
- 3. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,213.20-\$ 2,213. Or 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 Share Exhibition of
- 4. This price represents the weighted average price per Share, of Issuer, Godeles Vhat wcAextQued affixereisable ng Batte \$2,211. Stdes 2,212. SharesShare. 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.
- 5. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,203.14 \$2,204.08 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.
- 6. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,207.49 \$2,208.31 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.
- 7. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,200.00 \$2,200.93 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.
- 8. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,205.40 \$2,206.37 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.
- 9. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,204.32 \$2,205.26 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.
- 10. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,202.07 \$2,202.89 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.
- 11. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,206.44 \$2,207.42 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.
- 12. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,208.83 \$2,209.61 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.
- 13. Options granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in annual one-fourth increments beginning October 6, 2016.

/s/Kristen C. Wright, as attorney-in-fact 07/18/2022

** 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.