

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* CALBERT MICHAEL M			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2019			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		
123 SOUTH FRONT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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 ⁽¹⁾	05/22/2019		A		135.53 ⁽²⁾	A	\$1,043.93	135.53	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)		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	Date Exercisable	Expiration Date					

Explanation of Responses:

- The shares will be delivered to the reporting person upon the earlier of (a) the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the Issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Termination Date") or (b) the fifth anniversary of the grant date, in which event the reporting person will have an opportunity to re-defer the delivery of the shares up to one year prior to the fifth anniversary; unless the reporting person has irrevocably elected in writing by June 14, 2018, to defer the delivery of such shares until the Termination Date. All fees taken in the form of RSUs are paid annually and any portion of the fees to be paid in cash are paid on a quarterly basis.
- The shares are restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the Issuer's 2011 Equity Incentive Award Plan and the Issuer's 2019 Director Compensation Program in lieu of the prorated annual retainer fees in an aggregate amount equal to \$141,483.83. The number of shares of the Issuer's common stock underlying the restricted stock unit award is equal to the reporting person's pro-rated aggregate quarterly retainer fee, divided by \$1,043.93, the closing market price of a share of the Issuer's common stock on May 22, 2019.

/s/ Michael Calbert 05/24/2019

** 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.