

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* <u>CROWLEY WILLIAM C</u>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2012</u>			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		
<u>200 GREENWICH AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>GREENWICH</u>	<u>CT</u>	<u>06830</u>					
(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, par value \$0.01 per share	04/20/2012		S		206	D	\$381.4 <sup>(1)</sup>	4,243	I	See Footnotes <sup>(2)</sup> (3)(4)(5)
Common Stock, par value \$0.01 per share	04/20/2012		S		188	D	\$382.04 <sup>(6)</sup>	4,055	I	See Footnotes <sup>(2)</sup> (3)(4)(5)
Common Stock, par value \$0.01 per share	04/20/2012		S		97	D	\$381.4 <sup>(1)</sup>	2,127	I	See Footnotes <sup>(2)</sup> (3)(4)(7)
Common Stock, par value \$0.01 per share	04/20/2012		S		88	D	\$382.04 <sup>(6)</sup>	2,039	I	See Footnotes <sup>(2)</sup> (3)(4)(7)
Common Stock, par value \$0.01 per share								1,280.7	D <sup>(2)(8)</sup>	

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					

Explanation of Responses:

- This price represents the approximate 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 \$381.00 to \$381.99 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 statement is filed by and on behalf of William C. Crowley. Mr. Crowley is the President and Chief Operating Officer of, and may be deemed to beneficially own securities owned by, ESL Investments, Inc. ("Investments"). Investments, together with its affiliates, beneficially owns securities of the Issuer.
- The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- The reporting person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- Represents securities directly beneficially owned by Tynan, LLC ("Tynan"). Mr. Crowley is the manager and a member of, and may be deemed to beneficially own securities owned by, Tynan.
- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$382.00 to \$382.62 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.
- Represents securities directly beneficially owned by a grantor retained annuity trust. Mr. Crowley is the trustee of, and may be deemed to beneficially own securities owned by, the grantor retained annuity trust.
- Represents Shares directly beneficially owned by Mr. Crowley, including 975.7 Shares underlying restricted stock units. The Shares underlying the restricted stock units will be delivered to Mr. Crowley in a single lump-sum payment on the fifth anniversary of the date on which he ceases to be a director for any reason, provided that he incurs a "separation from service" from the Issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations). Fractions of restricted stock units are subject to cash settlement upon delivery of the Shares underlying the restricted stock units.

/s/ William C. Crowley

04/24/2012

\*\* 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.**