

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
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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* <u>RHODES WILLIAM C III</u> (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (City) (State) (Zip) | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/07/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/11/2022 | | s | | 279 | D | \$2,261.31 ⁽¹⁾ | 30,225.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 300 | D | \$2,287.44 ⁽²⁾ | 29,925.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 300 | D | \$2,281.22 ⁽³⁾ | 29,625.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 300 | D | \$2,275.17 ⁽⁴⁾ | 29,325.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 300 | D | \$2,274.01 ⁽⁵⁾ | 29,025.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 311 | D | \$2,283.39 ⁽⁶⁾ | 28,714.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 400 | D | \$2,280.16 ⁽⁷⁾ | 28,314.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 402 | D | \$2,269.52 ⁽⁸⁾ | 27,912.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 430 | D | \$2,264.64 ⁽⁹⁾ | 27,482.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 646 | D | \$2,276.13 ⁽¹⁰⁾ | 26,836.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 806 | D | \$2,270.5 ⁽¹¹⁾ | 26,030.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 928 | D | \$2,265.64 ⁽¹²⁾ | 25,102.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,000 | D | \$2,272.68 ⁽¹³⁾ | 24,102.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,015 | D | \$2,277.62 ⁽¹⁴⁾ | 23,087.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,049 | D | \$2,260.17 ⁽¹⁵⁾ | 22,038.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,100 | D | \$2,284.88 ⁽¹⁶⁾ | 20,938.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,120 | D | \$2,271.63 ⁽¹⁷⁾ | 19,818.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 1,535 | D | \$2,266.71 ⁽¹⁸⁾ | 18,283.1842 | D | |
| Common Stock | 10/11/2022 | | s | | 2,307 | D | \$2,267.6 ⁽¹⁹⁾ | 15,976.1842 | D | |
| Common Stock | | | | | | | | 100 | I | As Co-Trustee for Siblings' Trust #2 |
| Common Stock | | | | | | | | 2,427 | I | As Trustee for Daughter's Trust |
| Common Stock | | | | | | | | 1,936 | I | As Trustee for Descendants Trust |
| Common Stock | | | | | | | | 2,426 | I | As Trustee for Son's trust |

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 | | | | | | | | 5,000 | I | GRAT #6 |

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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,260.89 - \$2,261.86 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,287.14 - \$2,288.04 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,280.95 - \$2,281.76 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,274.77 - \$2,275.38 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,273.73 - \$2,274.27 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,283.03 - \$2,283.98 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,279.76 - \$2,280.68 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,269.00 - \$2,269.94 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,264.09 - \$2,265.04 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,275.89 - \$2,276.54 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,270.00 - \$2,270.97 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,265.14 - \$2,266.11 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,272.44 - \$2,273.07 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,276.96 - \$2,277.95 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,259.89 - \$2,260.87 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,284.46 - \$2,285.23 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,271.00 - \$2,271.96 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,266.29 - \$2,267.18 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,267.35 - \$2,268.22 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.

Remarks:

Multiple Forms Submitted

/s/ William C. Rhodes III 10/11/2022
 ** 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.