

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CROWLEY WILLIAM C</u>  (Last) (First) (Middle) <u>200 GREENWICH AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2012</u>	
		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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/20/2012		S		708	D	\$347.04 <sup>(1)</sup>	8,846	I	See Footnotes <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	01/23/2012		S		237	D	\$347.13 <sup>(4)</sup>	8,609	I	See Footnotes <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	01/24/2012		S		59	D	\$346.79 <sup>(5)</sup>	8,550	I	See Footnotes <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	01/20/2012		S		366	D	\$347.04 <sup>(1)</sup>	1,375	D <sup>(3)(6)</sup>	
Common Stock, par value \$0.01 per share	01/23/2012		S		125	D	\$347.13 <sup>(4)</sup>	1,250	D <sup>(3)(6)</sup>	
Common Stock, par value \$0.01 per share	01/24/2012		S		27	D	\$346.79 <sup>(5)</sup>	1,223	D <sup>(3)(6)</sup>	
Common Stock, par value \$0.01 per share								4,507	I	See Footnotes <sup>(3)(7)</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 \$347.00 to \$347.95 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.
- These Shares are held by Tynan, LLC, a limited liability company of which William C. Crowley is the manager and a member.
- This Form 4 is filed on behalf of Mr. Crowley. Mr. Crowley is the President and Chief Operating Officer of ESL Investments, Inc. ("Investments") which together with various of its affiliates beneficially owns securities of the Issuer. Mr. Crowley disclaims beneficial ownership of all securities of the Issuer beneficially owned by Investments.
- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$347.00 to \$347.72 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.
- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$346.52 to \$347.43 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.
- These Shares are held directly by Mr. Crowley.
- These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

**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.

/s/ William C. Crowley

01/24/2012

\*\* 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.**