FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## GES IN BENEFICIAL OWNERSHIP

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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										Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner						
(Last) 123 SOU	,	irst) T STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2023						A below	,		Other below) nt & CE			
(Street)	4. If Amend								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person							
(City)	(S	itate)	(Zip)							Form filed by More than One Reporting Person						
		Tal	le I - Non-Deriv	ative Sec	urities	Acq	uirec	l, Dispose	ed of, o	or Benefici	ally Owne	d				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	2A. Deeme Execution if any (Month/Da	Date,	3. Transaction Code (Instr. 8)				d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Ind direct Be 4) Ov	Nature of lirect neficial vnership str. 4)		
						Code	٧	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	on(s) nd 4)				
Common	Stock		03/14/2023			M		29,511	A	\$736	44,33	5.832	D			
Common	Stock		03/14/2023			S		108	D	\$2,425.87	_		D	_		
Common			03/14/2023			S		178	D	\$2,439.31	- 1		D			
Common	Stock		03/14/2023		_	S		200	D	\$2,429.97	(2) 43,84	9.832	D			
Common	Stock		03/14/2023			S		324	D	\$2,434.81	(3) 43,52	5.832	D			
Common	Stock		03/14/2023		_	S		371	D	\$2,432.49	(4) 43,15	4.832	D			
Common	Stock		03/14/2023			S		568	D	\$2,438.41	<sup>(5)</sup> 42,586.832		D			
Common	Stock		03/14/2023			S		629	D	\$2,433.71	41,957.832		D			
Common	Stock		03/14/2023			S		678	D	\$2,422.17	<sup>7(7)</sup> 41,279.832		D			
Common	Stock		03/14/2023			S		1,893	D	\$2,424.07	- 1	6.832	D			
Common	Stock		03/14/2023			S		2,099	D	\$2,424.88			D			
Common	Stock		03/14/2023			S		4,488	D	\$2,437.17	32,79	32,799.832				
Common	Stock		03/14/2023		_	S		4,627	D	\$2,436.11	28,17	28,172.832				
Common	Stock		03/14/2023		_	S		4,739	D	\$2,421.45		23,433.832				
Common	Stock		03/14/2023			S		8,609	D	\$2,420.23	14,82	4.832	D			
Common	Stock										10	0	I	Tr Si	s Co- ustee for blings' ust #2	
Common	Stock										1,177		I		As Trustee for Daughter's Trust	
Common	Stock										1,936		I		As Trustee for Descendants Trust	
Common Stock										1,1	1,176		fo	s Trustee r Son's ist		
			Table II - Deriva													
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction Date Execution Date, or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)  5. Num Perivation of Derivat Securit Acquir (A) or Dispos of (D) (D)		nber 6. Date Expira (Month ities red		ELONS, CONVERTI THE EXERCISABLE AND THE ALL THE ALL THE THE THE ALL THE ALL THE THE THE THE ALL THE ALL THE THE THE THE THE THE THE THE THE THE THE		Title and Amou Securities derlying rivative Securitistr. 3 and 4)	8. Price of Derivativ	deriva Secu Bene Owne Follor Repo	rities ficially ed wing rted saction(s)	10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Benefic Owners t (Instr. 4	

		-	Table II - Deriv (e.g.,				uired, Dis , options,	1 1		or 🥕	Owned			
1. Title of	2.	3. Transaction	3A. Deemed Execution Date,	Code Transa		(5A)Nu(16Db)er	6xDectes Edutero	isΩadde and	7itīētle and		8. Price of Derivative	9. Number of	10. Ownership	11. Nature
	or Exercise Price of Derivative Sect 736	(Month/Day/Year) 03/14/2023	if any (Month/Day/Year)	Code ( 8)	Instr.	Derivative Securities Acquired (A) or <sup>29,511</sup> Disposed of (D) (Instr. 3, 4 and 5)	(Month/Day/\	ear)	Underlying Derivative Common <sup>ur</sup> Stock	g Security	Security (Instr. 5) \$0.0000	Securities Beneficially Owned Foll 0.0000 Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Ir <sup>D</sup> tr. 4)	Beneficial Ownership (Instr. 4)
Evnlanation	of Resnons	06.												1

- Explanation of Responses:
- 1. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,439.22 \$2,439.46 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 \$2,429.52-\$2,430.41 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.
- 3. This price represents the weighted average price per Share, of Issuer, of sales that were executed at Pates ranging (FARE) and 1994 of the Issuer of a security holder of the Issuer, full of the Issuer, full of the Issuer of a security holder of the Issuer, full of the Issuer of a security holder of the Issuer of a security hol
- 4. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,431.88 \$2,432.72 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.
- 5. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,438.00 \$2,438.95 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.
- 6. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,432.89 \$2,433.76 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.
- 7. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,422.00 \$2,422.33 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 \$2,423.58 \$2,424.57 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 \$2,424.59 \$2,425.53 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 \$2,436.93 \$2,437.76 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.
- 11. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,435.92 \$2,436.86 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.
- 12. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,421.00 \$2,421.98 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.
- 13. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,420.00 \$2,420.98 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.
- 14. Options granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in annual one-fourth increments beginning October 7, 2019.

/s/ Priya A. Galante, as attorney-in-fact 03/16/2023

\*\* 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.