FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| STATEMENT OF CHANGES IN BENEFICIAL |
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>Nieto Luis P Jr</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO] | | | | | | | | | | olicable) | g Person(s) to 10% | lssuer Owner |
|---|---|--|---|-----------|--|--|---|------|---|----------|-----------------------|---|--|------------------------|--|--------------------------|---|--|
| (Last) (First) (Middle) 123 SOUTH FRONT STREET | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013 | | | | | | | | | Offic belov | er (give title w) | Othe belov | r (specify v) |
| (Street) MEMPHIS TN 38103 (City) (State) (Zip) | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indiv Line) X | Forn Forn | dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | | Tabl | e I - N | lon-Deriv | ative | Sec | uritie | s Ac | quire | d, Di | sposed o | f, or B | enefic | ially | Owne | ed | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y | | | | | | Execution Date, | | | 3. Transaction Code (Instr. 8) | | | | | 1 5) Securi Benefi | | icially d Following | 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 | Tran | | action(s) 3 and 4) | | (111511.4) |
| Common Stock 01/02/202 | | | | | | .3 | | A | | 143.6(1) | A ⁽²⁾ | \$356 | .88 ⁽³⁾ 1 | | ,423.2 | D | | |
| | | Та | ble II | | | | | | | | osed of, convertib | | | | vned | | | |
| 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 Expira (Monti | tion D | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | Deriv Secu (Inst | | derivative Securities | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exerci | sable | Expiration Date | Title | Amount or Number of Shares | 1 | | | | |

Explanation of Responses:

- 1. Restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and the AutoZone, Inc. 2011 Director Compensation Program in lieu of quarterly retainer fees in an aggregate amount equal to \$51,250. The number of shares of the issuer's common stock underlying the restricted stock unit award is equal to the reporting person's aggregate quarterly retainer fee, divided by the closing market price of a share of the issuer's common stock on January 2, 2013.
- 2. The shares will be delivered to the reporting person immediately upon 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"), unless the reporting person has irrevocably elected in writing by December 31, 2012 to defer the delivery of such shares: (1) in a single lump-sum payment on the fifth anniversary of the Termination Date; (2) in a single lump-sum payment on the tenth anniversary of the Termination Date; or (3) in two equal installments on each of the fifth and tenth anniversaries of the Termination Date.
- 3. The price per share is equal to the closing market price of a share of the issuer's common stock on January 2, 2013.

/s/ Luis P. Nieto Jr.

01/02/2013

Date

** Signature of Reporting Person

OWNERSHIP

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.