AUTOZONE INC Form 4

September 29, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

1(b).

(City)

\$0.01 per share

Common

Stock, par

(State)

09/27/2011

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * CROWLEY WILLIAM C			2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
200 GREENWICH AVENUE		IUE	(Month/Day/Year) 09/27/2011	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
GREENWICH, CT 06830				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativo	e Secu	rities Acqu	ired, Disposed o	f, or Beneficia	lly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, par value \$0.01 per share	09/27/2011		S	253	D	\$ 326.26 (1)	17,160	I	See Footnotes
Common Stock, par value	09/27/2011		S	118	D	\$ 327.04	17,042	I	See Footnotes

6

S

(4)

\$

328.14

17,036

Ι

D

(2) (3)

See

Footnotes

value \$0.01 per share					(5)			(2) (3)
Common Stock, par value \$0.01 per share	09/27/2011	S	8	D	\$ 329.05 (6)	17,028	I	See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	09/28/2011	S	14	D	\$ 323.93	17,014	I	See Footnotes
Common Stock, par value \$0.01 per share	09/28/2011	S	60	D	\$ 325.26 (8)	16,954	I	See Footnotes
Common Stock, par value \$0.01 per share	09/28/2011	S	16	D	\$ 325.78	16,938	I	See Footnotes
Common Stock, par value \$0.01 per share	09/29/2011	S	12	D	\$ 325.32 (10)	16,926	I	See Footnotes
Common Stock, par value \$0.01 per share	09/29/2011	S	18	D	\$ 326.03 (11)	16,908	I	See Footnotes
Common Stock, par value \$0.01 per share	09/27/2011	S	372	D	\$ 326.26 (1)	2,409	D (3) (12)	
Common Stock, par value \$0.01 per share	09/27/2011	S	174	D	\$ 327.04 (4)	2,235	D (3) (12)	
Common Stock, par value	09/27/2011	S	8	D	\$ 328.14 (5)	2,227	D (3) (12)	

\$0.01 per share								
Common Stock, par value \$0.01 per share	09/27/2011	S	12	D	\$ 329.05 (6)	2,215	D (3) (12)	
Common Stock, par value \$0.01 per share	09/27/2011	S	1	D	\$ 330	2,214	D (3) (12)	
Common Stock, par value \$0.01 per share	09/28/2011	S	4	D	\$ 323.93 (7)	2,210	D (3) (12)	
Common Stock, par value \$0.01 per share	09/28/2011	S	16	D	\$ 325.26 (8)	2,194	D (3) (12)	
Common Stock, par value \$0.01 per share	09/28/2011	S	4	D	\$ 325.78 <u>(9)</u>	2,190	D (3) (12)	
Common Stock, par value \$0.01 per share	09/29/2011	S	12	D	\$ 325.32 (10)	2,178	D (3) (12)	
Common Stock, par value \$0.01 per share	09/29/2011	S	18	D	\$ 326.03 (11)	2,160	D (3) (12)	
Common Stock, par value \$0.01 per share						8,059	I	See Footnotes (3) (13)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

CROWLEY WILLIAM C
200 GREENWICH AVENUE X
GREENWICH, CT 06830

Signatures

/s/ William C. 09/29/2011 Crowley

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- 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 \$325.63 to \$326.62 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.
- (2) 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 \$326.63 to \$327.52 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.

Reporting Owners 4

- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$327.75 to \$328.39 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 \$329.00 to \$329.79 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 \$323.40 to \$324.25 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 \$324.51 to \$325.50 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 \$325.51 to \$326.02 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 \$325.00 to \$325.99 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 \$326.00 to \$326.42 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.
- (12) These Shares are held directly by Mr. Crowley.
- (13) 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 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.