

AUTOZONE INC
Form 4
July 25, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWLEY WILLIAM C

(Last) (First) (Middle)
200 GREENWICH AVENUE
(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTOZONE INC [AZO]

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	07/21/2011		S		57	D	\$ 295.89 (1)
							17,602
							I
							See Footnotes. (2) (8)
Common Stock, par value \$0.01 per share	07/21/2011		S		45	D	\$ 296.88 (3)
							17,557
							I
							See Footnotes. (2) (8)
Common Stock, par	07/22/2011		S		73	D	\$ 296.41
							17,484
							I
							See Footnotes.

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value \$0.01 per share					<u>(4)</u>				<u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	07/25/2011	S	71	D	\$ 296.02 <u>(5)</u>	17,413	I		See Footnotes. <u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	07/21/2011	S	162	D	\$ 295.89 <u>(1)</u>	2,981.3	D	<u>(6)</u> <u>(8)</u>	
Common Stock, par value \$0.01 per share	07/21/2011	S	129	D	\$ 296.88 <u>(3)</u>	2,852.3	D	<u>(6)</u> <u>(8)</u>	
Common Stock, par value \$0.01 per share	07/22/2011	S	34	D	\$ 296.41 <u>(4)</u>	2,818.3	D	<u>(6)</u> <u>(8)</u>	
Common Stock, par value \$0.01 per share	07/25/2011	S	37	D	\$ 296.02 <u>(5)</u>	2,781.3	D	<u>(6)</u> <u>(8)</u>	
Common Stock, par value \$0.01 per share						8,059	I		See Footnotes. <u>(7)</u> <u>(8)</u>

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

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(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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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.

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