

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>RHODES WILLIAM C III</u> (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 ⁽¹⁾	03/31/2020		A		70	A	\$846	24,086.2486	D	
Common Stock ⁽¹⁾	03/31/2020		A		12	A	\$0.0000	24,098.2486 ⁽²⁾	D	
Common Stock	03/02/2020		G	V	3,283	D	\$0.0000	0.0000 ⁽²⁾	I	By GRAT #3
Common Stock								847	I	As Custodian for Son
Common Stock								1,682 ⁽²⁾	I	As Trustee for Daughter's Trust
Common Stock								1,681 ⁽²⁾	I	As Trustee for Son's trust
Common Stock								8,685	I	By Trust for Wife
Common Stock								5,000 ⁽³⁾	I	GRAT #4

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Acquired pursuant to AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan.
- On March 1, 2018, the reporting person contributed 11,000 shares of common stock to a grantor retained annuity trust ("GRAT #3") for the benefit of himself and his two children. 3,702 shares were previously returned to the reporting person in the form of a scheduled annuity payment under the terms of GRAT #3. Upon termination of GRAT #3 on March 2, 2020, 3,283 shares were transferred from GRAT #3 to trusts of the reporting person's children. The remaining 4,015 shares were transferred to the reporting person and are reported as directly owned.
- On March 13, 2020, the reporting person contributed 5,000 shares of common stock to a grantor retained annuity trust ("GRAT #4") for the benefit of himself and his two children. These shares were previously distributed to the reporting person and were reported as directly beneficially owned.

/s/ William C. Rhodes III 04/01/2020
 ** 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.

