FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	L OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
l	Estimated average b	urden								

0.5

hours per response:

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* GRAVES EARL G JR						2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
													X	Direc	tor	10%	Owner	
(Last) (First) (Middle) 123 SOUTH FRONT STREET						3. Date of Earliest Transaction (Month/Day/Year) 04/01/2011									Office	er (give title v)	Othe belov	r (specify v)
					/ If	If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
(Street)					- "	4. II Americinent, Date of Original Filed (Month/Ddy/fedf)							Line)					
MEMPH	IS TN	J 3	88103										X	Form	filed by One	e Reporting Person		
			0100		-										Form Pers	n filed by More than One Reporting son		
(City)	(St	ate) (Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y					Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			nd 5) Secu Bene		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		Transaction(s) (Instr. 3 and 4)			(111341. 4)	
Common Stock 04/01/202					011	11		A		204.7(1)	A ⁽²⁾	\$274	1.67 ⁽³⁾		411	D		
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)	erivative Conversion Date Execution Date, Courity or Exercise (Month/Day/Year) if any				saction e (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		t		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	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	of Shares					

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 \$56,250. 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 April 1, 2011.
- 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, 2010 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 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 April 1, 2011.

/s/ Earl G. Graves Jr.

** Signature of Reporting Person Date

04/01/2011

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.