## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 

	OMB Number:	3235-0287								
l	Estimated average burden									
I	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>CROWLEY WILLIAM C</u>								2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [ AZO ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
ast) (First) (Middle) 00 GREENWICH AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 11/02/2010										]			Other (specify elow)				
Street) GREENWICH CT 06830  (City) (State) (Zip)					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person								
		Tabl	e I -	Non-Deriv	ative	Sec	uritie	s Acc	quir	ed, D	isposed	of, or	Benefi	cia	lly Owne	ed							
Date					ır) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Cod	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 9			Beneficially Owned Followin		y	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Cod	de	V A			Price		Transactio				(instr.	4)			
Stock, p	ar v	alue \$0.01 per		11/02/2010				S			44	D	\$238.54	<b>4</b> (1)	24,3	29	I		See Footnotes <sup>(2)(5)</sup>				
Stock, p	ar v	alue \$0.01 per													4,23	8	D <sup>(3</sup>	(5)					
Common Stock, par value \$0.01 per share															8,059		I			notes <sup>(4)(5)</sup>			
		Та	ble												Owned								
or Exerc Price of	ion ise	Date	Execution Date, if any (Month/Day/Year)		Transa Code		of Deriva Secur Acqui (A) or Dispo of (D) (Instr.	ative ities red sed 3, 4	Expiration (Month/II) d		n Date		ount of urities erlying vative urity (Instr. 4)	3 nt er	8. Price of Derivative Security (Instr. 5)	derivati Securiti Benefic Owned Followi Reporte Transac	ve ies ially ng ed ction(s)	Form: Direct (I or Indire	rship ( (D) ( irect (	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	ENWICH  Security (  Stock, p  Stock, p  Stock, p	(First ENWICH A WICH CT (State Security (Instr. Stock, par van Sto	(First) ( ENWICH AVENUE  WICH CT ( (State) ( Table Security (Instr. 3)  Stock, par value \$0.01 per  Stock, par value \$0.01 per  Stock, par value \$0.01 per  Table Stock, par value \$0.01 per  Table Stock, par value \$0.01 per  Stock, par value \$0.01 per  Table Stock, par value \$0.01 per  Table Stock, par value \$0.01 per  Stock, par value \$0.01 per  Table Stock, par value \$0.01 per	(First) (Midd ENWICH AVENUE  WICH CT 0683  (State) (Zip)  Table I Security (Instr. 3)  Stock, par value \$0.01 per  Stock, par value \$0.01 per  Table  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ENWICH AVENUE  Table I - Non-Derivation (Month/Day/Year)  Stock, par value \$0.01 per  Table II - Derivation (e.g., put)  Table II - Derivation (Month/Day/Year)  Table II - Derivation (e.g., put)  3. Transaction Date (Month/Day/Year)  2. Table II - Derivation (e.g., put)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  ENWICH AVENUE  Table I - Non-Derivative (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$0.01 per  Table II - Derivative (e.g., puts, or Exercise Price of Derivative Security  3. It (Middle)  4. It (Middle)  Table I - Non-Derivative (Month/Day/Year)  Table II - Derivative (e.g., puts, or Exercise Price of Derivative Security  All (Middle)  3. It (Middle)  4. It (Middle)  6. It (Middle)  8. It	AUTO:	AUTOZON	AUTOZONE IN  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock, par value \$0.01 per  Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year)  2. 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Date of Earliest Transaction (Month/Day/Year)  2. Transaction Date (Instr. 3)  Transaction Date (Log.)  Stock, par value \$0.01 per  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Date Execution Date, if any (Month/Day/Year)  Date (Month/Day/Year)  Date Date Execution Date, if any (Month/Day/Year)  Date Date Execution Date, if any (Month/Day/Year)  Date Date Execution Date, if any (Month/Day/Year)  Date Date Date Execution Date, if any (Month/Day/Year)  Date Date Date Date Date Date Date Date	AUTOZONE INC   AZO	AUTOZONE INC   AZO	AUTOZONE INC   AZO	AUTOZONE INC [ AZO ]  (First) (Middle)  ENWICH AVENUE  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Execution Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  Tansaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  Tansaction (Month/Day/Year)  Stock, par value \$0.01 per  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. 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If Amendment, Date of Original Filed (Month/Day/Year)  A. Form filed by Form filed	AUTOZONE INC [ AZO ]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) 2. Disposed of (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4)  Stock, par value \$0.01 per  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Stock, par value \$0.01 per  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Conversion (Sign) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) or Price Total (Instr. 3)  Table II - Derivative Securities Acquired (A) or Price Total (Instr. 3)  Table II - Derivative Securities Acquired (A) or Price Total (Instr. 3)  Table II - Derivative Securities Acquired (A) or Price Total (Instr. 3)  Table II - Derivative Securities (Instr. 3)  Table	AUTOZONE INC [AZO]  (Check all applicable)  X Director 1.0  Officer (give title Delow)  AUTOZONE INC [AZO]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  Autozone INC [AZO]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Autozone INC [AZO]  4. If Amendment, Date of Original Filed (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  Autozone INC [AZO]  A	AUTOZONE INC [AZO]  (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Contents of Delicovity (Check all applicable) X Director 10% Ownership Check all applicable) X Director 10% Ownership Check all applicable) X Director 10% Ownership Check all applicable (Check all applicable) X Director 10% Ownership Check all applicable (Check all applicable) X Director 10% Ownership Check all applicable (Check All applicable) X Director 10% Ownership Check All applicable (Check All applicable) X Director 10% Ownership Check All applicable (Check All applicable) X Director 10% Ownership Check All applicable (Check All applicable) X Director 10% Ownership Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10% Owner Check All applicable (Check All applicable) X Director 10			

## **Explanation of Responses:**

- 1. 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 \$238.50 to \$238.65 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.
- 3. These Shares are held directly by Mr. Crowley.
- 4. These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.
- 5. 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.

## 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 Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

> 11/04/2010 /s/ William C. Crowley \*\* 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.