

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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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 (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
123 SOUTH FRONT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	MEMPHIS	TN	38103					
(City)	(State)	(Zip)						

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	06/15/2012		X		100	D	\$350	3,955	I	See Footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	06/15/2012		X		1,200	D	\$360	2,755	I	See Footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	06/15/2012		X		400	D	\$360	1,639	I	See Footnote ⁽²⁾
Common Stock, par value \$0.01 per share								1,280.7	D ⁽³⁾	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Options (obligation to sell)	\$360	06/15/2012		X		1		03/07/2012	06/16/2012	Common Stock	100	\$0	11	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$360	06/15/2012		X		1		03/08/2012	06/16/2012	Common Stock	100	\$0	10	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$360	06/15/2012		X		1		03/13/2012	06/16/2012	Common Stock	100	\$0	9	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$360	06/15/2012		X		8		04/09/2012	06/16/2012	Common Stock	800	\$0	1	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$360	06/15/2012		X		1		04/11/2012	06/16/2012	Common Stock	100	\$0	0	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$350	06/15/2012		X		1		04/11/2012	06/16/2012	Common Stock	100	\$0	0	I	See Footnote ⁽¹⁾
Call Options (obligation to sell)	\$360	06/15/2012		X		4		04/09/2012	06/16/2012	Common Stock	400	\$0	0	I	See Footnote ⁽²⁾

Explanation of Responses:

1. Represents securities directly beneficially owned by Tynan, LLC ("Tynan"). Mr. Crowley is the manager and a member of, and may be deemed to beneficially own securities owned by, Tynan.

2. Represents securities directly beneficially owned by a grantor retained annuity trust. Mr. Crowley is the trustee of, and may be deemed to beneficially own securities owned by, the grantor retained annuity trust.

3. Represents Shares directly beneficially owned by Mr. Crowley, including 975.7 Shares underlying restricted stock units. The Shares underlying the restricted stock units will be delivered to Mr. Crowley in a single lump-sum payment on the fifth anniversary of the date on which he ceases to be a director for any reason, provided that he incurs a "separation from service" from the Issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations). Fractions of restricted stock units are subject to cash settlement upon delivery of the Shares underlying the restricted stock units.

/s/ William C. Crowley

06/18/2012

** 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.