

**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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|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>RHODES WILLIAM C III</u><br><br>(Last) (First) (Middle)<br><u>123 SOUTH FRONT STREET</u><br><br>(Street)<br><u>MEMPHIS TN 38103</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>AUTOZONE INC [ AZO ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, President &amp; CEO</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>03/31/2018</u>      |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                   |   |
|   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> 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                    | 02/28/2018                           |  | G                              | V | 1,442   | A          | \$0.0000 | 14,938.3295   | D  |   |
| Common Stock <sup>(1)</sup>     | 03/31/2018                           |  | A                              |   | 107   | A          | \$648.69 | 4,052.9467  | D  |   |
| Common Stock <sup>(1)</sup>     | 03/31/2018                           |  | A                              |   | 19  | A          | \$0.0000 | 4,071.9467  | D  |   |
| Common Stock                    | 02/28/2018                           |  | G                              | V | 1,442   | D          | \$0.0000 | 11,290  | I  | By Trust for Wife                                     |
| Common Stock                    |                                      |  |                                |   |   |            |          | 847   | I  | As Custodian for Daughter                             |
| Common Stock                    |                                      |  |                                |   |   |            |          | 847   | I  | As Custodian for Son                                  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 81  | I  | As Trustee for Daughter's Trust                       |
| Common Stock                    |                                      |  |                                |   |   |            |          | 81  | I  | As Trustee for Son's trust                            |
| Common Stock                    |                                      |  |                                |   |   |            |          | 4,376   | I  | By GRAT   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 12,000  | I  | By GRAT #2  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 11,000  | I  | By GRAT #3 <sup>(2)</sup>                             |

**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 |   |  |  |   |  |

**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. These shares were

previously distributed to the reporting person and were reported as directly beneficially owned.

/s/ William C. Rhodes III

04/02/2018

\*\* 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.**