

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RHODES WILLIAM C III</u> (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u> (Street) <u>MEMPHIS TN 38103</u> (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) <u>12/31/2014</u>	
	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⁾	12/31/2014		A		516	A	\$619.11	32,774.2278	D	
Common Stock ⁽¹⁾	12/31/2014		A		91	A	\$0.0000	32,865.2278	D	
Common Stock	12/24/2014		G	V	44 ⁽²⁾	A	\$0.0000	44 ⁽²⁾	I	As Trustee for Daughter's Trust
Common Stock	12/24/2014		G	V	44 ⁽²⁾	A	\$0.0000	44 ⁽²⁾	I	As Trustee for son's trust
Common Stock	12/24/2014		G	V	396 ⁽²⁾	D	\$0.0000	11,115 ⁽³⁾	I	By Trust for Wife
Common Stock								847	I	As Custodian for Daughter
Common Stock								847	I	As Custodian for Son

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. Fifth Amended and Restated Executive Stock Purchase Plan.
- The Amy P. Rhodes Living Trust, over which Mr. Rhodes has a power of attorney, made a gift of 396 shares to the following beneficiaries: (i) 44.0 shares to an irrevocable trust for his daughter, for which Mr. Rhodes serves as trustee; (ii) 44.0 shares to an irrevocable trust for his son; and (iii) 308.0 shares to separate irrevocable trusts for each of Mr. Rhodes' 7 nieces and nephews, who do not share Mr. Rhodes' household, but for which Mr Rhodes serves as trustee without any pecuniary interest, and Mr. Rhodes disclaims beneficial ownership in such shares.
- Shares were previously reported as directly beneficially owned. Shares were contributed to a living trust for the benefit of Mr. Rhodes' spouse, for which Mr. Rhodes has a power of attorney and retains an interest as a contingent beneficiary.

/s/ William C. Rhodes III 01/02/2015

** 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.