

| OMB APPROVAL | |
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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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Finestone Mark A.</u> (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Exec. Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2021 | |
| 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 | 12/09/2021 | | M | | 11,000 | A | \$744.62 | 11,202.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 20 | D | \$1,986.5 | 11,182.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 50 | D | \$1,987.87 | 11,132.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 102 | D | \$1,990.21 ⁽¹⁾ | 11,030.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 200 | D | \$2,006.89 ⁽²⁾ | 10,830.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 200 | D | \$1,998.87 ⁽³⁾ | 10,630.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 200 | D | \$1,995.29 ⁽⁴⁾ | 10,430.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 214 | D | \$1,996.64 ⁽⁵⁾ | 10,216.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 220 | D | \$1,984.81 ⁽⁶⁾ | 9,996.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 349 | D | \$1,999.95 ⁽⁷⁾ | 9,647.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 351 | D | \$2,000.88 ⁽⁸⁾ | 9,296.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 395 | D | \$1,979.45 ⁽⁹⁾ | 8,901.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 431 | D | \$1,982.58 ⁽¹⁰⁾ | 8,470.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 486 | D | \$1,997.55 ⁽¹¹⁾ | 7,984.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 510 | D | \$1,988.65 ⁽¹²⁾ | 7,474.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 739 | D | \$1,981.31 ⁽¹³⁾ | 6,735.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 1,004 | D | \$1,983.33 ⁽¹⁴⁾ | 5,731.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 1,230 | D | \$2,005.35 ⁽¹⁵⁾ | 4,501.8461 | D | |
| Common Stock | 12/09/2021 | | S | | 3,751 | D | \$1,980.35 ⁽¹⁶⁾ | 750.8461 | D | |
| Common Stock | | | | | | | | 148 | I | By Trust for Daughter |
| Common Stock | | | | | | | | 147 | I | By Trust for Son |
| Common Stock | | | | | | | | 4,034 | I | By Trust for Wife |

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) | | | | | |

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|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Qualified Stock Option (right to buy) | \$744.62 | 12/09/2021 | | M | | | 11,000 | (17) | 10/07/2025 | Common Stock | 11,000 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,990.08-\$1,990.45 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,006.50-\$2,007.47 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,998.60-\$1,998.15 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,995.28-\$1,995.34 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,996.25-\$1,996.97 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,984.21-\$1,985.13 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,999.70-\$2,000.51 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,000.75-\$2,001.52 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,979.00-\$1,979.91 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,982.31-\$1,982.91 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,997.20-\$1,997.99 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,988.03-\$1,988.99 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,981.01-\$1,981.93 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,983.00-\$1,983.95 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$2,005.24-\$2,005.70 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,980.00-\$1,980.97 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- Options exercisable in one-fourth increments on October 6, 2016, 2017, 2018 and 2019, respectively.

/s/ Mark A. Finestone

12/10/2021

** 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.