FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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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* MCKENNA WILLIAM ANDREW						2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]										olicable)	g Person(s) to 10%	lssuer Owner	
(Last) (First) (Middle) 123 SOUTH FRONT STREET						3. Date of Earliest Transaction (Month/Day/Year) 01/01/2011									Office belov	er (give title w)	Othe below	(specify /)	
Street) MEMPH (City)			38103 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	Form Form	ual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Tabl	e I - N	Ion-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefic	ially	Owne	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y					Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			d (A) or r. 3, 4 and	nd 5) Secui Benef Owne		icially d Following	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		Reported Transaction(s) (Instr. 3 and 4)			(111341. 4)		
Common Stock 01/01/201				011	11		A		201.7(1)	A ⁽²⁾	\$272	.59(3)	17	7,572.7	D				
		Та	ıble II								osed of, convertib				vned				
I. Title of Derivative Security Instr. 3)	ivative Conversion Date Execution Date, or Exercise (Month/Day/Year) if any			4. Transa Code (8)	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. and 4)				9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

- 1. Restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and the AutoZone, Inc. 2011 Director Compensation Program in lieu of quarterly retainer fees in an aggregate amount equal to \$55,000. The number of shares of the issuer's common stock underlying the restricted stock unit award is equal to the reporting person's aggregate quarterly retainer fee, divided by the closing market price of a share of the issuer's common stock on December 31, 2010.
- 2. The shares will be delivered to the reporting person immediately upon the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Termination Date"), unless the reporting person has irrevocably elected in writing by December 31, 2010 to defer the delivery of such shares: (1) in a single lump-sum payment on the fifth anniversary of the Termination Date; (2) in a single lump-sum payment on the tenth anniversary of the Termination Date; or (3) in two equal installments on each of the fifth anniversaries of the Termination Date.
- 3. The price per share is equal to the closing market price of a share of the issuer's common stock on December 31, 2010.

Harry L. Goldsmith 01/03/2011

** 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.