

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Wright Kristen C.</u>  (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u>  (Street) <u>MEMPHIS TN 38103</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>01/05/2014</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>AUTOZONE INC [ AZO ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Sec. &amp; Gen Counsel</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>38.6291</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(2)</u>	<u>01/24/2022</u>	<u>Common Stock</u>	<u>1,500</u>	<u>347.01</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(3)</u>	<u>09/28/2022</u>	<u>Common Stock</u>	<u>1,540</u>	<u>371.47</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(4)</u>	<u>10/02/2023</u>	<u>Common Stock</u>	<u>1,890</u>	<u>425.11</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(5)</u>	<u>12/18/2023</u>	<u>Common Stock</u>	<u>3,830</u>	<u>461.76</u>	<u>D</u>	

**Explanation of Responses:**

1. Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
2. Options exercisable in one-fourth increments on January 23, 2013, 2014, 2015 and 2016, respectively.
3. Options exercisable in one-fourth increments on September 27, 2013, 2014, 2015 and 2016, respectively.
4. Options exercisable in one-fourth increments on October 1, 2014, 2015, 2016 and 2017, respectively.
5. Options exercisable in one-fourth increments on December 17, 2014, 2015, 2016 and 2017, respectively.

/s/ Kristen C. Wright01/06/2014

\*\* 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 5 (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.

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