

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>McGee Grant E.</u>  (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u>  (Street) <u>MEMPHIS TN 38103</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [ AZO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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>273.4536</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>09/26/2027</u>	<u>Common Stock</u>	<u>1,575</u>	<u>587.13</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(3)</u>	<u>10/06/2025</u>	<u>Common Stock</u>	<u>500</u>	<u>744.62</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(4)</u>	<u>09/23/2026</u>	<u>Common Stock</u>	<u>1,700</u>	<u>744.85</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(5)</u>	<u>09/25/2028</u>	<u>Common Stock</u>	<u>2,000</u>	<u>772.8</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)<sup>(1)</sup></u>	<u>(6)</u>	<u>10/07/2029</u>	<u>Common Stock</u>	<u>1,385</u>	<u>1,060.81</u>	<u>D</u>	

**Explanation of Responses:**

- Granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan.
- Options exercisable in one-fourth increments on September 26, 2018, 2019, 2020, and 2021 respectively.
- Options exercisable in one-fourth increments on October 6, 2016, 2017, 2018, and 2019, respectively.
- Options exercisable in one-fourth increments on September 23, 2017, 2018, 2019 and 2020, respectively.
- Options exercisable in one-fourth increments on September 25, 2019, 2020, 2021 and 2022, respectively.
- Options exercisable in one-fourth increments on October 7, 2020, 2021, 2022, and 2023 respectively.

**Remarks:**

poamcgeex24.txt

/s/Kristen C. Wright, as  
attorney-in-fact

06/30/2021

\*\* 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 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.

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.

POWER OF ATTORNEY

The undersigned hereby authorizes and designates Kristen C. Wright, Priya A. Galante and Jason Bess, and each of them, as his true and lawful agent and attorney-in-fact to sign on behalf any and all statements on:

- (1) Form 3, Form 4 and Form 5 under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, and
- (2) Form 144 under the Securities Act of 1933, as amended, and the rules promulgated thereunder (including but not limited to, Rule 144)

with respect to shares of Common Stock or other equity securities of AutoZone, Inc. held by the undersigned or with respect to transactions in such shares or other equity securities by the undersigned, and to file on his behalf, any and all such reports with the Securities and Exchange Commission, the New York Stock Exchange and AutoZone, Inc. and hereby ratifies any such action by such agent or attorney-in-fact. This power of attorney shall become effective as of the date indicated below and shall remain effective for so long as the undersigned shall be an officer or director of AutoZone, Inc. unless sooner revoked by the undersigned in writing.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of June, 2021

/s/ Grant McGee  
Name: Grant McGee