# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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								
Estimated average bu	rden								

- 1	Estimated average burden	
	hours per response:	0.5

I. Nume and Address of Reporting reison			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Ullyot Theo</u>	dore warren		[ ]	X	Director	10% Owner			
(Last) 123 SOUTH F	(First) RONT STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2011		Officer (give title below)	Other (specify below)			
y			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filir	ng (Check Applicable			
(Street) MEMPHIS	TN	38103		Line)	Form filed by One Re	porting Person			
<u>,</u>					Form filed by More the Person	an One Reporting			
(City)	(State)	(Zip)							
		Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially	Owned				

### 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)	Transaction I Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			str. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/01/2011		A		183.4(1)	<b>A</b> <sup>(2)</sup>	\$272.59 <sup>(3)</sup>	253.4	D	

### 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. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title Amour Securi Under Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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	Title	Amount or Number of Shares				

#### 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 \$50,000. 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 and tenth 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.

### /s/ Theodore W. Ullyot

\*\* Signature of Reporting Person

01/03/2011

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.