

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

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**OMB APPROVAL**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>Halsell Rodney C.</u> (Last) (First) (Middle) <u>123 S. FRONT STREET, 3RD FLOOR</u> (Street) <u>MEMPHIS TN 38103</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2015</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 Form filed by More than One Reporting Person |
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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) |
|---------------------------------|---|--|---|
| Common Stock | 355.4776 | D | |

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 | | | |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | (2) | 09/30/2019 | Common Stock | 3,600 | 142.77 | D | |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | (3) | 09/29/2020 | Common Stock | 3,300 | 225.74 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (5) | 09/28/2021 | Common Stock | 3,200 | 326 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (6) | 09/28/2022 | Common Stock | 3,200 | 371.47 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (7) | 10/02/2023 | Common Stock | 2,550 | 425.11 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (8) | 09/24/2024 | Common Stock | 2,360 | 507.79 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (9) | 10/07/2025 | Common Stock | 2,100 | 744.62 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | (10) | 11/02/2025 | Common Stock | 4,320 | 784.41 | D | |

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- Options exercisable in one-fourth increments on September 29, 2010, 2011, 2012 and 2013, respectively.
- Options exercisable in one-fourth increments on September 28, 2011, 2012, 2013 and 2014, respectively.
- Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
- Options exercisable in one-fourth increments on September 27, 2012, 2013, 2014 and 2015, respectively.
- Options exercisable in one-fourth increments on September 27, 2013, 2014, 2015 and 2016, respectively.
- Options exercisable in one-fourth increments on October 1, 2014, 2015, 2016 and 2017, respectively.
- Options exercisable in one-fourth increments on September 23, 2015, 2016, 2017 and 2018, respectively.
- Options exercisable in one-fourth increments on October 6, 2016, 2017, 2018 and 2019, respectively.
- Options exercisable in one-fourth increments on November 1, 2016, 2017, 2018 and 2019, respectively.

/s/ Rodney C. Halsell

10/30/2015

** 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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