

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>Halsell Rodney C.</u> (Last) (First) (Middle) <u>123 S. FRONT STREET</u> <u>DEPT. 8074</u> (Street) <u>MEMPHIS TN 38103</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u>	5. 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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/02/2018		M		2,360	A	\$507.79	2,736.6294	D	
Common Stock	11/02/2018		M		1,550	A	\$425.11	4,286.6294	D	
Common Stock	11/02/2018		M		1,477	A	\$587.13	5,763.6294	D	
Common Stock	11/02/2018		S		1,458	D	\$752.1064 ⁽¹⁾	4,305.6294	D	
Common Stock	11/02/2018		S		3,929	D	\$750.877 ⁽²⁾	376.6294	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. Transaction Code (Instr. 8)		5. Number of Derivative 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. 3 and 4)	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		Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$507.79	11/02/2018		M		2,360	(4)	09/24/2024	Common Stock	2,360	\$0.0000	0.0000	D
Non-Qualified Stock Option (right to buy) ⁽⁵⁾	\$587.13	11/02/2018		M		1,477	(6)	09/27/2027	Common Stock	1,477	\$0.0000	4,433	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$425.11	11/02/2018		M		1,550	(7)	10/02/2023	Common Stock	1,550	\$0.0000	0.0000	D

Explanation of Responses:

1. This price represents the weighted average price per share of common Stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each a "Share"), of sales that were executed at prices ranging from \$751.9757 - \$752.2657 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
2. This price represents the weighted average price per share of common Stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each a "Share"), of sales that were executed at prices ranging from \$750.8461 - \$751.4057 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
3. Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
4. Options exercisable in one-fourth increments on September 23, 2015, 2016, 2017 and 2018, respectively.
5. Granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan.
6. Options exercisable in one-fourth increments on September 26, 2018, 2019, 2020 and 2021, respectively.
7. Options exercisable in one-fourth increments on October 1, 2014, 2015, 2016 and 2017, respectively.

/s/ Rodney C. Halsell

11/02/2018

** 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.