

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

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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>Smith Richard Craig</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2016</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
(Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u>			
(Street) <u>MEMPHIS TN 38103</u>			
(City) (State) (Zip)			

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)
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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)	09/27/2016	Common Stock	6,500	103.44	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	(4)	09/23/2018	Common Stock	1,200	130.79	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	(5)	09/30/2019	Common Stock	3,000	142.77	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	(6)	09/29/2020	Common Stock	2,800	225.74	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(8)	09/28/2021	Common Stock	3,200	326	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(9)	09/28/2022	Common Stock	2,300	371.47	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(10)	10/02/2023	Common Stock	2,130	425.11	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(11)	09/24/2024	Common Stock	1,960	507.79	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(12)	10/07/2025	Common Stock	1,800	744.62	D	
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	(13)	12/16/2025	Common Stock	4,050	761.3	D	

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options are exercisable in one-fourth increments on September 26, 2007, 2008, 2009, and 2010, respectively.
- Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- Options exercisable in one-fourth increments on September 22, 2009, 2010, 2011 and 2012, respectively.
- 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 December 15, 2016, 2017, 2018 and 2019, respectively.

/s/ Richard Craig Smith

01/04/2016

** 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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