## 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).
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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

OMB APPROVAL							
OMB Number: 3235-02							
Estimated average burde	en						
hours per response:	0.5						

	s of Reporting Person	n*	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [ AZO ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>CROWLEY WILLIAM C</u>				X	Director	10% Owner		
(Last) 200 GREENWIC	ast) (First) (Middle) 00 GREENWICH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011		Officer (give title below)	Other (specify below)		
p			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (	Check Applicable		
(Street) GREENWICH	СТ	06830		Line) X	Form filed by One Report Form filed by More than 0 Person	0		
(City)	(State)	(Zip)			Peison			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
2)	2 Transaction	24 Deemed	2	4. Securities Assurated (A) or	E Amount of	6.000				

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 Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		4)	
Common Stock, par value \$0.01 per share	11/01/2011		S		89	D	\$326.99(1)	13,869	Ι	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/01/2011		S		8	D	\$327.74 <sup>(4)</sup>	13,861	Ι	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/02/2011		S		145	D	\$325.15 <sup>(5)</sup>	13,716	I	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/02/2011		s		7	D	\$326.09 <sup>(6)</sup>	13,709	I	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/03/2011		s		141	D	\$325.14 <sup>(7)</sup>	13,568	I	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/03/2011		s		3	D	\$326.09 <sup>(8)</sup>	13,565	I	See Footnotes <sup>(2)(3)</sup>	
Common Stock, par value \$0.01 per share	11/01/2011		s		57	D	\$326.99 <sup>(1)</sup>	730	D <sup>(3)(9)</sup>		
Common Stock, par value \$0.01 per share	11/01/2011		s		5	D	\$327.74 <sup>(4)</sup>	725	D <sup>(3)(9)</sup>		
Common Stock, par value \$0.01 per share	11/02/2011		s		33	D	\$325.15 <sup>(5)</sup>	692	D <sup>(3)(9)</sup>		
Common Stock, par value \$0.01 per share	11/02/2011		s		2	D	\$326.09 <sup>(6)</sup>	690	D <sup>(3)(9)</sup>		
Common Stock, par value \$0.01 per share	11/02/2011		s		141	D	\$325.15 <sup>(5)</sup>	7,918	I	See Footnotes <sup>(3)(10)</sup>	
Common Stock, par value \$0.01 per share	11/02/2011		s		7	D	\$326.09 <sup>(6)</sup>	7,911	I	See Footnotes <sup>(3)(10)</sup>	
Common Stock, par value \$0.01 per share	11/03/2011		s		73	D	\$325.14 <sup>(7)</sup>	7,838	I	See Footnotes <sup>(3)(10)</sup>	
Common Stock, par value \$0.01 per share	11/03/2011		s		1	D	\$326.09 <sup>(8)</sup>	7,837	I	See Footnotes <sup>(3)(10)</sup>	

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Titl Deriv Secu (Instr	vative rity	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)

		Ta							ired, Disp options,	· ·	ole sec	lor	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deeme		<b>C</b> ode Transa		(5A)Nu	m(160 <del>)</del> r	6xDetisEbler	isDatitle and		aSolidiares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Esectantation	of Elespises	e(Month/Day/Year)	if any	,	Code (	Instr.	Deriv	ative	(Month/Dav/	Year)	Securit		Security	Securities	Form:	Beneficial
(Instr. 3) 1. This price	Price of represents the a	pproximate weighted	(Month/Da average pri	y/Year) ce per sh	<b>8)</b> are of co	ommon	Secu	rities	Zone, Inc. (the	"Issuer"), par	Underl	<b>ying</b> Upper shar	e (instr. 5), Sh	Beneficially are 1 of sales that Owned	Direct (D)	Ownership
ranging from	Sec. 50 to \$32	27.49 per Share. The	Reporting Pe	ersons un	dertake	to provi		in requ	est by the Secu	rities and Exc	hange ( n	inve minission s t <b>y (instr. 3</b> °	taff, the Issue		'or indirect lei) (instr. 4)	<b>(Instr. 4)</b> er, full
information r	egarding the nu	imber of Shares sold	at each price	2.			Dispo	osed			and 4)			Reported		
2. These Shar	es are held by	Tynan, LLC, a limite	d liability co	mpany of	f which	William	of (P)	wley i	s the manager a	and a member				Transaction(s)	_	_
3. This Form 4 is filed on behalf of Mr. Crowley. Mr. Crowley is the President and Chief hops ting Officer of ESL Investments, Inc. ("Investments") which together with various of its affiliates beneficially owns securities of the Issuer. Mr. Crowley disclaims beneficial ownership of all securities of the Issuer beneficially owned by Investments.																
4. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$327.50 to \$328.30 per Share. The Reporting Persons undertake 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.																
5. This price is request by the	represents the a Securities and	pproximate weighted Exchange Commiss	l average pri ion staff, the	ce per Sh Issuer o	are, of s	ales tha ity hold	t were er of th	execute ne Issue	ed at prices ran r, full informat	ging from \$32 ion regarding	5.00 to \$ the numb	325.45 per er of Share	Share. The Res sold at each	porting Persons u price.	ndertake to pro	ovide, 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. 6. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$326.00 to \$326.28 per Share. The Reporting Persons undertake 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. 7. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$326.00 to \$326.																

7. This price represents the approximate weighted average price per Share of sales that ware expluted exprice and in the sale of sales that ware expluted exprices and in the sale of sales and the sale of sales that ware expluted exprices and in the sale of sales are sale of sales that ware expluted exprices and in the sale of sales are sale of sales that ware expluted exprices and in the sale of sales are sale of sales that ware expluted exprices and in the sale of the sale of sales are sale of the sale o

8. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$326.05 to \$326.17 per Share. The Reporting Persons undertake 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.

9. These Shares are held directly by Mr. Crowley.

10. These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

## **Remarks:**

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

<u>/s/ William C. Crowley</u>	<u>11/0</u>
** Signature of Reporting Person	Date

/03/2011

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.