

| OMB APPROVAL                                 |           |
|--|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><u>Newbern Thomas B</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>AUTOZONE INC [ AZO ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><p style="text-align: center;"><b>COO</b></p> |  |  |
| (Last)  | (First)        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/05/2024</u>      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <u>123 SOUTH FRONT STREET</u>                                       |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |  |  |  |  |  |
| (Street)  | <u>MEMPHIS</u> | <u>TN</u> | <u>38103</u>   | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |  |  |
| (City)  | (State)        | (Zip)     |  |  |  |  |  |  |

**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                    | 01/05/2024                           |  | M                              |   | 7,800   | A          | \$772.8                   | 10,319.4713   | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 4   | D          | \$2,557.62                | 10,315.4713   | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 100   | D          | \$2,544.88                | 10,215.4713   | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 315   | D          | \$2,554.7 <sup>(1)</sup>  | 9,900.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 436   | D          | \$2,552.26 <sup>(2)</sup> | 9,464.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 500   | D          | \$2,555.59 <sup>(3)</sup> | 8,964.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 599   | D          | \$2,553.45 <sup>(4)</sup> | 8,365.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 801   | D          | \$2,557 <sup>(5)</sup>    | 7,564.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 1,187   | D          | \$2,548.64 <sup>(6)</sup> | 6,377.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 1,545   | D          | \$2,551.49 <sup>(7)</sup> | 4,832.4713  | D  |   |
| Common Stock                    | 01/05/2024                           |  | S                              |   | 2,313   | D          | \$2,549.77 <sup>(8)</sup> | 2,519.4713  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 718   | I  | By Trust  |

**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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$772.8  | 01/05/2024                           |  | M                              |   | 7,800  |     | (9)  | 09/26/2028      | Common Stock  | 7,800                                      | \$0.0000   | 0.0000  | D  |                            |

**Explanation of Responses:**

- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,554.16 - \$2,555.06 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,552.06 - \$2,552.99 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,555.36 - \$2,556.10 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,553.09 - \$2,554.02 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,556.43 - \$2,557.16 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,548.16 - \$2,548.76 per share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,550.98 - \$2,551.97 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

8. This price represents the weighted average price per share, of the Issuer, of sales that were executed at prices ranging from \$2,549.00 - \$2,549.94 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

9. Options granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in one-fourth annual increments beginning on September 25, 2019.

/s/ Thomas B. Newbern

01/09/2024

\*\* 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.**