

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

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

1. Name and Address of Reporting Person* RHODES WILLIAM C III (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2021	
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	06/29/2021		M		4,492	A	\$425.11	23,389.5123 ⁽¹⁾	D	
Common Stock	06/29/2021		S		792	D	\$1,502.6 ⁽²⁾	22,597.5123	D	
Common Stock	06/29/2021		S		1,300	D	\$1,501.44 ⁽³⁾	21,297.5123	D	
Common Stock	06/29/2021		S		2,400	D	\$1,500.5 ⁽⁴⁾	18,897.5123	D	
Common Stock	06/30/2021		M		173	A	\$425.11	19,073.9948	D	
Common Stock ⁽⁵⁾	06/30/2021		A		47	A	\$1,492.22	19,120.9948	D	
Common Stock ⁽⁵⁾	06/30/2021		A		8	A	\$0.0000	19,128.9948	D	
Common Stock	06/30/2021		S		73	D	\$1,500.38	19,055.9948	D	
Common Stock	06/30/2021		S		100	D	\$1,502.01	18,955.9948	D	
Common Stock								100	I	As Co-Trustee for Siblings' Trust #2
Common Stock								847	I	As Custodian for Son
Common Stock								1,720	I	As Trustee for Daughter's Trust
Common Stock								3,436	I	As Trustee for Descendants Trust
Common Stock								1,719	I	As Trustee for Son's trust
Common Stock								4,874	I	By Trust for Wife
Common Stock								3,219	I	GRAT #4
Common Stock								3,723	I	GRAT #5

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)
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Table II - Derivative Securities Acquired, Disposed of or Beneficially Owned														
1. Title of Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V	(A) Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Number of Derivative Securities Disposed of (Instr. 3, 4 and 5)	Exercise Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of Securities Underlying (Instr. 3, 4 and 5)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy)	\$425.11	06/29/2021		M		4,492	(6)	10/02/2023		Common Stock	\$0.0000	14,708		
Non-Qualified Stock Option (right to buy)	\$425.11	06/30/2021		M		173	(6)	10/02/2023		Common Stock	\$0.0000	14,535	D	

Explanation of Responses:

1. Includes 1,781 shares previously held by GRAT #4 and 1,277 shares previously held by GRAT #5 which were distributed to the reporting person on March 16, 2021 and April 6, 2021, respectively, in the form of a scheduled annuity payment.
2. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,502.17-\$1,502.74 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.
3. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,501.00-\$1,501.90 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.
4. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$1,500.00-\$1,500.93 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.
5. Acquired pursuant to AutoZone, Inc. Sixth Amended and Restated Executive Stock Purchase Plan.
6. Options granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in annual one-fourth increments beginning October 1, 2014.

/s/ William C. Rhodes III 07/01/2021

** 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.

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