

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><b>GILES WILLIAM T</b><br><br>(Last) (First) (Middle)<br><b>123 SOUTH FRONT STREET</b><br><br>(Street)<br><b>MEMPHIS TN 38103</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>AUTOZONE INC [ AZO ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Executive V.P. &amp; CFO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/10/2014</b>      |   |
|  |  | 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              |

**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                    | 12/10/2014                           |  | M                              |   | 8,289   | A          | \$103.44                  | 14,803.8133   | D  |   |
| Common Stock                    | 12/10/2014                           |  | M                              |   | 900   | A          | \$225.74                  | 15,703.8133   | D  |   |
| Common Stock                    | 12/10/2014                           |  | M                              |   | 375   | A          | \$326                     | 16,078.8133   | D  |   |
| Common Stock                    | 12/10/2014                           |  | S                              |   | 8,289   | D          | \$604.5                   | 7,789.8133  | D  |   |
| Common Stock                    | 12/11/2014                           |  | M                              |   | 14,711  | A          | \$103.44                  | 22,500.8133   | D  |   |
| Common Stock                    | 12/11/2014                           |  | S                              |   | 3,221   | D          | \$604.7848 <sup>(1)</sup> | 19,279.8133   | D  |   |
| Common Stock                    | 12/11/2014                           |  | S                              |   | 11,490  | D          | \$603.6454 <sup>(2)</sup> | 7,789.8133  | 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 | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Incentive Stock Option (Right to Buy) <sup>(3)</sup>     | \$326  | 12/10/2014                           |  | M                              |   |  | 375    | (4)  | 09/27/2021      | Common Stock 375  | \$0.0000                                   | 125  | D   |  |
| Incentive Stock Option (Right to Buy) <sup>(5)</sup>     | \$225.74   | 12/10/2014                           |  | M                              |   |  | 900    | (6)  | 09/28/2020      | Common Stock 900  | \$0.0000                                   | 0.0000   | D   |  |
| Non-Qualified Stock Option (right to buy) <sup>(5)</sup> | \$103.44   | 12/10/2014                           |  | M                              |   |  | 8,289  | (7)  | 09/27/2016      | Common Stock 8,289  | \$0.0000                                   | 14,711   | D   |  |
| Non-Qualified Stock Option (right to buy) <sup>(5)</sup> | \$103.44   | 12/11/2014                           |  | M                              |   |  | 14,711 | (7)  | 09/27/2016      | Common Stock 14,711   | \$0.0000                                   | 0.0000   | D   |  |

**Explanation of Responses:**

- 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 \$604.63 - \$605.06 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.
- 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 \$603.49 - \$604.00 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.
- Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
- Options exercisable in one-fourth increments on September 27, 2013, 2014, 2015 and 2016, respectively.

5. Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
6. Options exercisable in one-fourth increments on September 28, 2011, 2012, 2013 and 2014, respectively.
7. Options are exercisable in one-fourth increments on September 26, 2007, 2008, 2009, and 2010, respectively.

/s/ William T. Giles

12/12/2014

\*\* 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.**