FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

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

	LLIAM C							cker or	Trading	s Symbol			5. Rela	tionshi	p of Reportin	g Person(s) to	Issuer
`	ret) (1. Name and Address of Reporting Person* <u>CROWLEY WILLIAM C</u>					2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]								100%	Owner
	,	Middle)		3. Date of Earliest Tra 10/01/2011				nsaction (Month/Day/Year)					X	Offic below	er (give title		r (specify
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - N	lon-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefic	cially	Owne	ed		
1. Title of Security (Instr. 3)		Date	Execution I Year) if any		ition Da	ion Date,			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			nd 5) Securities Beneficially Owned Fol		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price		Transa	action(s)		(Instr. 4)
Common Stock 10/0			10/01/20	011	11		A		156.6(1)	A ⁽²⁾	\$319	.19 ⁽³⁾	2	,316.9	D ⁽⁴⁾		
Common Stock													16,908		I	By Limited Liability Company	
Common Stock													1	3,059	I	By Trust	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
L. Title of Derivative Security Instr. 3) Security Price of Derivative Security Security Security Instr. 3)						6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount or Number		Derivative Security (Instr. 5)			Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Stock Stock Conversion or Exercise Price of Derivative	(State) (Table Stock Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	Table I - N Security (Instr. 3) Stock Stock Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Mo	Table I - Non-Derive Cecurity (Instr. 3) Stock Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Table III - Derivat (e.g., pt Conversion or Exercise Price of Date (Month/Day/Year)	Stock Table I - Non-Derivative (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, conservative Security) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, conservative S (e.g., puts, conservative S (Month/Day/Year) 2. Table II - Derivative S (e.g., puts, conservative S (e.g., puts, conservative S (Month/Day/Year) 2. Table II - Derivative S (e.g., puts, conservative S (e.g., puts, conservative S (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. 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Transaction Date (Month/Day/Year) From the content of the content o	Table I - Non-Derivative Securities Acterity (Instr. 3) Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Table I - Non-Derivative Securities Acquired Stock Table II - Derivative Securities Acquired Execution Date, if any (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security 3. Transaction (e.g., puts, calls, warrants, option of Execution Date, if any (Month/Day/Year) 3. Transaction (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Security 3. 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Transaction Date (Month/Day/Year) 2.2. Transaction Date (Month/Day/Year) 2.3. Transaction Date (Month/Day/Year) 2.4. Deemed Execution Date, if any (Month/Day/Year) 2.5. Transaction Date (Date (Instr. 8)) 2.5. Transaction (Month/Day/Year) 2.5. Transaction (Date (Instr. 8)) 2.5. Transaction (Date (Instr. 8)) 2.5. Transaction (Date (Instr. 8)) 2.5. Transaction Date (e.g., puts, calls, warrants, options, convertible sec (Instr. 8) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible sec (Instr. 8) 3. Transaction Date (Instr. 8) 4. Transaction (Instr. 8) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Experiment (Instr. 3, 4 and 5) 4. Transaction Date (Instr. 3, 4 and 5) 4. Transaction (Instr. 3, 4 and 5) 4. Transaction Date (Instr. 3, 4 and 5) 4. Tra	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) A	Stock 10/01/2011 2. Transaction Date (Month/Day/Year) (Month/D	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Number Date (M	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Code V Amount (A) or Price Transaction Stock 10/01/2011 A 156.6(1) A(2) \$319.19(3) 2,316.9	Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ferm filed by More than One Reporting Per Form filed by More than One Reperson

Explanation of Responses:

- 1. Restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan and the AutoZone, Inc. 2011 Director Compensation Program in lieu of quarterly retainer fees in an aggregate amount equal to \$50,000. The number of shares of the issuer's common stock underlying the restricted stock unit award is equal to the reporting person's aggregate quarterly retainer fee, divided by the closing market price of a share of the issuer's common stock on September 30, 2011.
- 2. The shares will be delivered to the reporting person immediately upon the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Termination Date"), unless the reporting person has irrevocably elected in writing by December 31, 2010 to defer the delivery of such shares: (1) in a single lump-sum payment on the fifth anniversary of the Termination Date; (2) in a single lump-sum payment on the tenth anniversary of the Termination Date; or (3) in two equal installments on each of the fifth and tenth anniversaries of the Termination Date.
- 3. The price per share is equal to the closing market price of a share of the issuer's common stock on September 30, 2011.
- 4. Mr. Crowley is the President and Chief Operating Officer of ESL Investments, Inc. which together with various of its affiliates owns common stock of the issuer. Mr. Crowley disclaims beneficial ownership of all shares of the issuer beneficially owned by ESL Investments, Inc.

10/01/2011 /s/ William C. Crowley ** 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.