

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* <u>Roesel Larry M</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2014</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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> | | | | | | |
| (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 | 03/07/2014 | | M | | 800 | A | \$130.79 | 3,319.3883 | D | |
| Common Stock | 03/07/2014 | | M | | 400 | A | \$142.77 | 3,719.3883 | D | |
| Common Stock | 03/07/2014 | | M | | 250 | A | \$326 | 3,969.3883 | 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) ⁽¹⁾ | \$130.79 | 03/07/2014 | | M | | | 800 | (2) | 09/22/2018 | Common Stock 800 | \$0.0000 | 0.0000 | D | |
| Incentive Stock Option (Right to Buy) ⁽³⁾ | \$326 | 03/07/2014 | | M | | | 250 | (4) | 09/27/2021 | Common Stock 250 | \$0.0000 | 250 | D | |
| Incentive Stock Option (Right to Buy) ⁽¹⁾ | \$142.77 | 03/07/2014 | | M | | | 400 | (5) | 09/29/2019 | Common Stock 400 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- Options exercisable in one-fourth increments on September 22, 2009, 2010, 2011 and 2012, respectively.
- Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan.
- Options exercisable in one-fourth increments on September 27, 2012, 2013, 2014 and 2015, respectively.
- Options exercisable in one-fourth increments on September 29, 2010, 2011, 2012 and 2013, respectively.

/s/ Larry M. Roesel 03/07/2014
** 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.