

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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 * <u>Sharpley Grace Orians</u> (Last) (First) (Middle) <u>123 S. FRONT STREET</u> (Street) <u>TN</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/10/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP, Finance</u> 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	131.909	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	10/01/2019 ⁽¹⁾	09/26/2028	Common Stock	260	772.8	D	
Non-Qualified Stock Option (right to buy)	10/01/2020 ⁽¹⁾	10/08/2029	Common Stock	250	1,060.81	D	
Non-Qualified Stock Option (right to buy)	10/01/2021 ⁽¹⁾	10/08/2030	Common Stock	270	1,139.99	D	
Non-Qualified Stock Option (right to buy)	10/15/2022 ⁽¹⁾	10/05/2030	Common Stock	180	1,651.22	D	
Non-Qualified Stock Option (right to buy)	10/15/2023 ⁽²⁾	10/04/2032	Common Stock	720	2,205.03	D	
Non-Qualified Stock Option (right to buy)	10/15/2024 ⁽²⁾	10/06/2033	Common Stock	680	2,549.04	D	
Non-Qualified Stock Option (right to buy)	10/15/2025 ⁽²⁾	10/11/2034	Common Stock	641	3,129.78	D	
Non-Qualified Stock Option (right to buy)	10/15/2029 ⁽³⁾	10/11/2034	Common Stock	276	3,129.78	D	
Non-Qualified Stock Option (right to buy)	03/25/2026 ⁽²⁾	03/25/2035	Common Stock	59	3,672.23	D	
Non-Qualified Stock Option (right to buy)	10/15/2026 ⁽²⁾	10/10/2035	Common Stock	713	4,075.31	D	

Explanation of Responses:

1. Options granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in annual, one-fourth increments beginning on the date shown.

2. Options granted in accordance with the AutoZone, Inc. 2020 Omnibus Incentive Award Plan and exercisable in annual, one-fourth increments beginning on the date shown.

3. Options granted in accordance with AutoZone, Inc. 2020 Omnibus Incentive Award Plan and fully exercisable on the date shown.

/s/ Sharpley Grace O.

07/14/2026

** 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 5 (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.

POWER OF ATTORNEY

The undersigned hereby authorizes and designates Jenna Bedsole, Debbie Satyal and Nicole Schneck, and each of them, as his true and lawful agent and attorney-in-fact to sign on behalf any and all statements on:

- (1) Form 3, Form 4 and Form 5 under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, and
- (2) Form 144 under the Securities Act of 1933, as amended, and the rules promulgated thereunder (including but not limited to, Rule 144)

with respect to shares of Common Stock or other equity securities of AutoZone, Inc. held by the undersigned or with respect to transactions in such shares or other equity securities by the undersigned, and to file on his or her behalf, any and all such reports with the Securities and Exchange Commission, the New York Stock Exchange and AutoZone, Inc. and hereby ratifies any such action by such agent or attorney-in-fact. This power of attorney shall become effective as of the date indicated below and shall remain effective for so long as the undersigned shall be an officer or director of AutoZone, Inc. unless sooner revoked by the undersigned in writing.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of July 2026.

/s/ Grace Sharpley
Name: Grace Sharpley