

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>RHODES WILLIAM C III</u>  (Last) (First) (Middle) 123 SOUTH FRONT STREET  (Street) MEMPHIS TN 38103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [ AZO ]</u>	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) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2025	
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	06/10/2025		M		27,500	A	\$1,060.81	39,539.0463	D	
Common Stock	06/10/2025		S		129	D	\$3,717.17 <sup>(1)</sup>	39,410.0463	D	
Common Stock	06/10/2025		S		317	D	\$3,710.67 <sup>(2)</sup>	39,093.0463	D	
Common Stock	06/10/2025		S		329	D	\$3,719.5 <sup>(3)</sup>	38,764.0463	D	
Common Stock	06/10/2025		S		537	D	\$3,712.05 <sup>(4)</sup>	38,227.0463	D	
Common Stock	06/10/2025		S		708	D	\$3,712.94 <sup>(5)</sup>	37,519.0463	D	
Common Stock	06/10/2025		S		730	D	\$3,715.02 <sup>(6)</sup>	36,789.0463	D	
Common Stock	06/10/2025		S		958	D	\$3,716.38 <sup>(7)</sup>	35,831.0463	D	
Common Stock	06/10/2025		S		1,114	D	\$3,706.57 <sup>(8)</sup>	34,717.0463	D	
Common Stock	06/10/2025		S		1,149.0463	D	\$3,700.78 <sup>(9)</sup>	33,568	D	
Common Stock	06/10/2025		S		1,671	D	\$3,718.43 <sup>(10)</sup>	31,897	D	
Common Stock	06/10/2025		S		1,914	D	\$3,703.47 <sup>(11)</sup>	29,983	D	
Common Stock	06/10/2025		S		1,926	D	\$3,707.64 <sup>(12)</sup>	28,057	D	
Common Stock	06/10/2025		S		2,008	D	\$3,709.69 <sup>(13)</sup>	26,049	D	
Common Stock	06/10/2025		S		2,215	D	\$3,702.54 <sup>(14)</sup>	23,834	D	
Common Stock	06/10/2025		S		2,438	D	\$3,704.5 <sup>(15)</sup>	21,396	D	
Common Stock	06/10/2025		S		2,464	D	\$3,708.63 <sup>(16)</sup>	18,932	D	
Common Stock	06/10/2025		S		2,523	D	\$3,705.48 <sup>(17)</sup>	16,409	D	
Common Stock	06/10/2025		G		3,493	D	\$0.0000	12,916	D	
Common Stock	06/10/2025		S		4,370	D	\$3,713.67 <sup>(18)</sup>	8,546	D	
Common Stock								50	I	As Co-Trustee for Siblings' Trust #2
Common Stock								177	I	As Trustee for Daughter's Trust
Common Stock								1,936	I	As Trustee for Descendants Trust

**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								176	I	As Trustee for Son's trust

**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						Title
Non-Qualified Stock Option (right to buy)	\$1,060.81	06/10/2025		M		27,500		(19)	10/08/2029	Common Stock	27,500	\$0.0000	0.0000	D	

**Explanation of Responses:**

- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,717.00 - \$3,717.75 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,710.30 - \$3,710.96 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,719.21 - \$3,720.00 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,711.53 - \$3,712.48 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,712.55 - \$3,713.42 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,714.75 - \$3,715.23 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,715.92 - \$3,716.79 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,706.10 - \$3,707.09 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,700.78 - \$3,701.47 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,718.02 - \$3,718.59 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,702.93 - \$3,703.80 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,707.12 - \$3,708.07 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,709.18 - \$3,710.13 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,701.92 - \$3,702.83 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,703.98 - \$3,704.96 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,708.17 - \$3,709.16 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,704.99 - \$3,705.98 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.
- This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,713.57 - \$3,714.48 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.
- Options are granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in one-fourth increments on September 25, 2020, 2021, 2022 and 2023, respectively.

/s/ William C. Rhodes III

06/12/2025

\*\* 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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