

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

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|---|--|--|---|
| 1. Name and Address of Reporting Person* <u>Smith Richard Craig</u> (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u> (Street) <u>MEMPHIS TN 38103</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2016</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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) ⁽¹⁾ | (2) | 09/27/2016 | Common Stock | 6,500 | 103.44 | D | |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | (4) | 09/23/2018 | Common Stock | 1,200 | 130.79 | D | |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | (5) | 09/30/2019 | Common Stock | 3,000 | 142.77 | D | |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | (6) | 09/29/2020 | Common Stock | 2,800 | 225.74 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (8) | 09/28/2021 | Common Stock | 3,200 | 326 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (9) | 09/28/2022 | Common Stock | 2,300 | 371.47 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (10) | 10/02/2023 | Common Stock | 2,130 | 425.11 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (11) | 09/24/2024 | Common Stock | 1,960 | 507.79 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (12) | 10/07/2025 | Common Stock | 1,800 | 744.62 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | (13) | 12/16/2025 | Common Stock | 4,050 | 761.3 | D | |

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options are exercisable in one-fourth increments on September 26, 2007, 2008, 2009, and 2010, respectively.
- 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.
- Options exercisable in one-fourth increments on September 29, 2010, 2011, 2012 and 2013, respectively.
- Options exercisable in one-fourth increments on September 28, 2011, 2012, 2013 and 2014, 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 27, 2013, 2014, 2015 and 2016, respectively.
- Options exercisable in one-fourth increments on October 1, 2014, 2015, 2016 and 2017, respectively.
- Options exercisable in one-fourth increments on September 23, 2015, 2016, 2017 and 2018, respectively.
- Options exercisable in one-fourth increments on October 6, 2016, 2017, 2018 and 2019, respectively.
- Options exercisable in one-fourth increments on December 15, 2016, 2017, 2018 and 2019, respectively.

/s/ Richard Craig Smith 01/04/2016
 ** 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.

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