

AUTOZONE INC
Form 4
April 24, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWLEY WILLIAM C

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTOZONE INC [AZO]

3. Date of Earliest Transaction
(Month/Day/Year)

04/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 04/20/2012 | | S | 206 D | \$ 381.4 (1) 4,243 | I | See Footnotes (2) (3) (4) (5) |
| Common Stock, par value \$0.01 per share | 04/20/2012 | | S | 188 D | \$ 382.04 (6) 4,055 | I | See Footnotes (2) (3) (4) (5) |
| Common Stock, par | 04/20/2012 | | S | 97 D | \$ 381.4 (1) 2,127 | I | See Footnotes |

| | | | | | | | | | |
|-------------------------|------------|--|---|----|---|-----------|---------|---|-----------------|
| value | | | | | | | | | (2) (3) (4) (7) |
| \$0.01 per share | | | | | | | | | |
| Common Stock, par value | 04/20/2012 | | S | 88 | D | \$ 382.04 | 2,039 | I | See Footnotes |
| \$0.01 per share | | | | | | (6) | | | (2) (3) (4) (7) |
| Common Stock, par value | | | | | | | 1,280.7 | D | (2) (8) |
| \$0.01 per share | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWLEY WILLIAM C 200 GREENWICH AVENUE GREENWICH, CT 06830 | X | | | |

Signatures

/s/ William C.
Crowley

04/24/2012

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) This price represents the approximate weighted average price per share of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$381.00 to \$381.99 per Share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(2) This statement is filed by and on behalf of William C. Crowley. Mr. Crowley is the President and Chief Operating Officer of, and may be deemed to beneficially own securities owned by, ESL Investments, Inc. ("Investments"). Investments, together with its affiliates, beneficially owns securities of the Issuer.

(3) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(4) The reporting person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.

(5) Represents securities directly beneficially owned by Tynan, LLC ("Tynan"). Mr. Crowley is the manager and a member of, and may be deemed to beneficially own securities owned by, Tynan.

(6) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$382.00 to \$382.62 per Share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(7) Represents securities directly beneficially owned by a grantor retained annuity trust. Mr. Crowley is the trustee of, and may be deemed to beneficially own securities owned by, the grantor retained annuity trust.

(8) Represents Shares directly beneficially owned by Mr. Crowley, including 975.7 Shares underlying restricted stock units. The Shares underlying the restricted stock units will be delivered to Mr. Crowley in a single lump-sum payment on the fifth anniversary of the date on which he ceases to be a director for any reason, provided that he incurs a "separation from service" from the Issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations). Fractions of restricted stock units are subject to cash settlement upon delivery of the Shares underlying the restricted stock units.

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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