AUTOZONE INC Form 4 April 11, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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January 31, 2005

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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

AUTOZONE INC [AZO]

3. Date of Earliest Transaction

Symbol

OM 1 /D /W

1(b).

(Last)

(Print or Type Responses)

CROWLEY WILLIAM C

1. Name and Address of Reporting Person *

(First)

(Middle)

200 GREEN		(Month/Day/Year) 04/09/2012				XDirector 10% Owner Officer (give title Other (specify below) below)			
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GREENWI						Form filed by More than One Reporting Person			
(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. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		See
value \$0.01 per share	04/11/2012		S	141	D	378.1 (1)	5,292	I	Footnotes (2) (3) (4) (5)
Common Stock, par value \$0.01 per share	04/11/2012		S	76	D	\$ 378.1 (1)	2,929	I	See Footnotes (2) (3) (4) (6)
Common Stock, par							1,280.7	D (2) (7)	

value \$0.01 per share

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	8	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Call Options (obligation to sell)	\$ 360	04/09/2012		S	8	04/09/2012	06/16/2012	Common Stock	800	2,
Call Options (obligation to sell)	\$ 360	04/09/2012		S	2	04/09/2012	06/16/2012	Common Stock	200	2,
Call Options (obligation to sell)	\$ 360	04/11/2012		S	1	04/11/2012	06/16/2012	Common Stock	100	\$
Call Options (obligation to sell)	\$ 370	04/11/2012		S	1	04/11/2012	09/22/2012	Common Stock	100	\$
Call Options (obligation to sell)	s 350	04/11/2012		S	1	04/11/2012	06/16/2012	Common Stock	100	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CROWLEY WILLIAM C 200 GREENWICH AVENUE X GREENWICH, CT 06830

Signatures

/s/ William C. Crowley

04/11/2012

**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).
- 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 \$378.00 to \$378.41 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.
- 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.
- 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.
- 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) 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.
 - 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
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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