

AUTOZONE INC
Form 4
October 18, 2011

FORM 4

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

OMB APPROVAL

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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)
10/14/2011

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	10/14/2011		S	229 D	\$ 328.18 (1) 16,265	I	See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	10/14/2011		S	3 D	\$ 329.16 (4) 16,262	I	See Footnotes (2) (3)
Common Stock, par	10/17/2011		S	14 D	\$ 327.06 16,248	I	See Footnotes

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value					<u>(5)</u>			<u>(2) (3)</u>
\$0.01 per share								
Common Stock, par value	10/17/2011	S	81	D	\$ 327.93	16,167	I	See Footnotes
\$0.01 per share					<u>(6)</u>			<u>(2) (3)</u>
Common Stock, par value	10/17/2011	S	59	D	\$ 328.91	16,108	I	See Footnotes
\$0.01 per share					<u>(7)</u>			<u>(2) (3)</u>
Common Stock, par value	10/17/2011	S	42	D	\$ 329.98	16,066	I	See Footnotes
\$0.01 per share					<u>(8)</u>			<u>(2) (3)</u>
Common Stock, par value	10/17/2011	S	3	D	\$ 330.86	16,063	I	See Footnotes
\$0.01 per share					<u>(9)</u>			<u>(2) (3)</u>
Common Stock, par value	10/18/2011	S	417	D	\$ 326.13	15,646	I	See Footnotes
\$0.01 per share					<u>(10)</u>			<u>(2) (3)</u>
Common Stock, par value	10/18/2011	S	11	D	\$ 327.01	15,635	I	See Footnotes
\$0.01 per share					<u>(11)</u>			<u>(2) (3)</u>
Common Stock, par value	10/14/2011	S	138	D	\$ 328.18	2,072	D <u>(3) (12)</u>	
\$0.01 per share					<u>(1)</u>			
Common Stock, par value	10/14/2011	S	2	D	\$ 329.16	2,070	D <u>(3) (12)</u>	
\$0.01 per share					<u>(4)</u>			
Common Stock, par value	10/17/2011	S	7	D	\$ 327.06	2,063	D <u>(3) (12)</u>	
					<u>(5)</u>			

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\$0.01 per share								
Common Stock, par value	10/17/2011	S	42	D	\$ 327.93	2,021		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(6)</u>			
Common Stock, par value	10/17/2011	S	30	D	\$ 328.91	1,991		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(7)</u>			
Common Stock, par value	10/17/2011	S	21	D	\$ 329.98	1,970		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(8)</u>			
Common Stock, par value	10/17/2011	S	3	D	\$ 330.86	1,967		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(9)</u>			
Common Stock, par value	10/18/2011	S	242	D	\$ 326.13	1,725		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(10)</u>			
Common Stock, par value	10/18/2011	S	6	D	\$ 327.01	1,719		D <u>(3)</u> <u>(12)</u>
\$0.01 per share					<u>(11)</u>			
Common Stock, par value						8,059	I	See Footnotes <u>(3)</u> <u>(13)</u>
\$0.01 per share								

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

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

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- (7) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$328.40 to \$329.39 per Share. The Reporting Persons undertake 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.
- (8) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$329.46 to \$331.42 per Share. The Reporting Persons undertake 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.
- (9) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$330.48 to \$331.41 per Share. The Reporting Persons undertake 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.
- (10) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$325.80 to \$326.79 per Share. The Reporting Persons undertake 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.
- (11) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$326.80 to \$327.19 per Share. The Reporting Persons undertake 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.
- (12) These Shares are held directly by Mr. Crowley.
- (13) These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

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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