

AUTOZONE INC
Form 4
April 09, 2012

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)
04/05/2012

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	04/05/2012		S	366 D	\$ 383.19 6,005 (1)	I	See Footnotes (2) (3) (4) (5)
Common Stock, par value \$0.01 per share	04/05/2012		S	492 D	\$ 384.22 5,513 (6)	I	See Footnotes (2) (3) (4) (5)
Common Stock, par	04/05/2012		S	63 D	\$ 384.87 5,450	I	See Footnotes

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value \$0.01 per share					<u>(7)</u>				<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	04/09/2012	S	17	D	\$ <u>384</u> <u>(8)</u>	5,433		I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	04/05/2012	S	191	D	\$ <u>383.19</u> <u>(1)</u>	3,306		I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	04/05/2012	S	258	D	\$ <u>384.22</u> <u>(6)</u>	3,048		I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	04/05/2012	S	33	D	\$ <u>384.87</u> <u>(7)</u>	3,015		I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	04/09/2012	S	10	D	\$ <u>384</u> <u>(8)</u>	3,005		I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						1,280.7		D <u>(2)</u> <u>(10)</u>	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(6) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$383.75 to \$384.74 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) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$384.75 to \$385.06 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.

(8) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$384.00 to \$384.02 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.

(9) 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.

(10) 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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