AUTOZONE INC Form 4 July 29, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CROWLEY WILLIAM C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		AUTOZONE INC [AZO] 3. Date of Earliest Transaction	(Check all applicable)		
200 GREENWICH AVENUE		NUE	(Month/Day/Year) 07/27/2010	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
GREENWICH, CT 06830				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqu	iired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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	07/27/2010		Code V	Amount 29	(D)	Price \$ 211.09 (1)	24,222	I	See Footnotes (2) (6)
Common Stock, par value \$0.01 per share	07/27/2010		S	37	D	\$ 212.66 (3)	24,185	I	See Footnotes
Common Stock, par	07/28/2010		S	290	D	\$ 211.1 (4)	23,895	I	See Footnotes

value \$0.01 per share								(2) (6)
Common Stock, par value \$0.01 per share	07/27/2010	S	20	D	\$ 211.09 1	6,826	D (5) (6)	
Common Stock, par value \$0.01 per share	07/27/2010	S	26	D	\$ 212.66 1	6,800	D (5) (6)	
Common Stock, par value \$0.01 per share	07/28/2010	S	201	D	\$ 211.1 (4)	6,599	D (5) (6)	

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	ınt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr	3 and 4)		(
	Security				Acquired			`]
	Ĭ				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					., ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						LACICISADIC	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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CROWLEY WILLIAM C
200 GREENWICH AVENUE X
GREENWICH, CT 06830

Signatures

/s/ William C. 07/29/2010 Crowley

**Signature of Date
Reporting Person

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 \$211.00 to \$211.28 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.
- (2) These Shares are held by Tynan, LLC, a limited liability company of which William C. Crowley is the manager and a member.
- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$212.50 to
- (3) \$212.84 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.
- This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$211.00 to
- (4) \$211.31 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.
- (5) These Shares are held by Mr. Crowley.
 - This Form 4 is filed on behalf of Mr. Crowley. Mr. Crowley is the President and Chief Operating Officer of ESL Investments, Inc.
- (6) ("Investments") which together with various of its affiliates beneficially owns securities of the Issuer. Mr. Crowley disclaims beneficial ownership of all securities of the Issuer beneficially owned by Investments.

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.

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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