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AUTOZON Form 4 January 04,									
FORM	ЛЛ	STATES SECU	RITIES A	AND EX	KCH A	ANGE C	OMMISSION	OMB A OMB	PPROVAL
Check th	uis box	W	ashington	, D.C. 2	0549			Number:	3235-0287
if no lon subject t Section Form 4 o Form 5 obligatio may con	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Securities Exchange Act of 1920 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940					e Act of 1934, 1935 or Section	Estimated average burden hours per response 0.5		
(Print or Type	Responses)								
	Address of Reporting Y WILLIAM C	Symbol	ier Name an DZONE IN			ling	5. Relationship of Issuer		
(Last)	(First) ((Middle) 3. Date	of Earliest T	ransactior	1		(Check	k all applicabl	le)
200 GREE	NWICH AVENU		/Day/Year) /2010				X Director Officer (give below)		% Owner her (specify
GREENWI	(Street) CH, CT 06830		nendment, D lonth/Day/Yea	-	al		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	One Reporting P	erson
(City)	(State)	(Zip) Ta	bla I Non I	Dorivotiv	Soon	ritios A ca	Person uired, Disposed of	or Bonoficio	lly Ownod
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3. Transactio Code	4. Securi	ities A ispose	cquired ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIsu: 4)	
Common Stock, par value \$0.01 per share	12/31/2010		S	17	D	\$ 274.52 (1)	23,004	I	See Footnotes (2) (6)
Common Stock, par value \$0.01 per share	01/03/2011		S	113	D	\$ 273.21 (<u>3)</u>	22,891	I	See Footnotes (2) (6)
Common Stock, par							4,421.4	D (4) (6)	

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value \$0.01 per share						
Common Stock, par value \$0.01 per share	8,059	Ι	See Footnotes (5) (6)			
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.

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

1. Title of Derivative Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of Derivative Expiration Date 8. Price of 9. Security or Exercise (Month/Day/Year) Execution Date, if any TransactionNumber Expiration Date Amount of Derivative Derivative Derivative Security Gode of (Month/Day/Year) Underlying Security Security Securities (Instr. 8) Derivative Securities (Instr. 5) Bate Security Security Security Securities (Instr. 6) Derivative Securities (Instr. 5) Securities Securities (Instr. 5) Securities Securit
Securityor ExerciseanyCodeof(Month/Day/Year)UnderlyingSecuritySecurity(Instr. 3)Price of Derivative Security(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities(Instr. 5)Betweet SecuritiesSecuritySecurityAcquired Disposed of (D)For CodeFor Security
(Instr. 3)Price of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities(Instr. 5)But O O OSecuritySecurities(Instr. 3 and 4)O O Fo O OSecurityAcquired (A) or Disposed of (D)Fo C
DerivativeSecurities(Instr. 3 and 4)OSecurityAcquiredFor(A) orRoDisposedThof (D)(Instr. 3 and 4)
Security Acquired Fo (A) or Ro Disposed Tr of (D) (I
(A) or Re Disposed Tr of (D) (I
Disposed Tr of (D) (I
of (D) (L
(Instr. 3,
4, and 5)
Amount

			Date Exercisable	Expiration Date	Title	or Number of
Code V	(A)	(D)				Shares

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CROWLEY WILLIAM C 200 GREENWICH AVENUE GREENWICH, CT 06830	Х			
Signatures				
/s/ WILLIAM C. CROWLEY	01/04/	2011		

**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 \$274.18 to \$274.59 per Share. The Reporting

- (1) 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 \$272.96 to
 (3) \$273.50 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.
- (4) These Shares are held directly by Mr. Crowley.
- (5) These Shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

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.