

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-05-30** | Period of Report: **2025-05-28**

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### REPORTING OWNER

**Montesinos Constantino Spas**

CIK: **2069918**

Type: **4** | Act: **34** | File No.: **001-10714** | Film No.: **251010881**

Mailing Address

123 SOUTH FRONT STRET  
MEMPHIS TN 38103

### ISSUER

**AUTOZONE INC**

CIK: **866787** | IRS No.: **621482048** | State of Incorporation: **NV** | Fiscal Year End: **0830**  
SIC: **5531** Auto & home supply stores

Mailing Address

123 S. FRONT ST.  
DEPT 8074  
MEMPHIS TN 38103

Business Address

123 SOUTH FRONT ST  
DEPT 8074  
MEMPHIS TN 38103  
9014956500

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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

1. Name and Address of Reporting Person <b>Montesinos Constantino Spas</b>  (Last) (First) (Middle) <b>123 SOUTH FRONT STREET</b>  (Street) <b>MEMPHIS, TN 38103</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AUTOZONE INC [AZO]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/28/2025</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	05/28/2025		A		45.25	A (2)	\$ 0	45.25	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

**Explanation of Responses:**

1. Reflects fully-vested restricted stock units (RSUs) granted in accordance with the 2020 Omnibus Incentive Award Plan, as amended. The number of shares granted is equal to the reporting person's aggregate annual retainer fees plus additional director compensation fees (less any portion of such fees elected to be paid in cash), divided by the closing market price of a share of the issuer's common stock on May 28, 2025.

2. The shares will be delivered to the reporting person upon the earlier of (a) the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the Issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Separation Date"), or (b) the first anniversary of the grant date, before giving effect to any applicable right to re-defer delivery.

### Signatures

/s/ Priya A. Galante, as attorney-in-fact

\*\* Signature of Reporting Person

05/30/2025

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**