

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-06-12** | Period of Report: **2025-06-10**

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REPORTING OWNER

RHODES WILLIAM C III

CIK: [1080992](#)

Type: **4** | Act: **34** | File No.: [001-10714](#) | Film No.: **251043651**

Mailing Address

123 SOUTH FRONT STREET

DEPT. 8074

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 RHODES WILLIAM C III (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS, TN 38103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO] 3. Date of Earliest Transaction (Month/Day/Year) 06/10/2025 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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman 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	06/10/2025		<u>M</u>		27,500	A	\$1,060.81	39,539.0463	D	
Common Stock	06/10/2025		<u>S</u>		129	D	\$3,717.17 ⁽¹⁾	39,410.0463	D	
Common Stock	06/10/2025		<u>S</u>		317	D	\$3,710.67 ⁽²⁾	39,093.0463	D	
Common Stock	06/10/2025		<u>S</u>		329	D	\$3,719.5 ⁽³⁾	38,764.0463	D	
Common Stock	06/10/2025		<u>S</u>		537	D	\$3,712.05 ⁽⁴⁾	38,227.0463	D	
Common Stock	06/10/2025		<u>S</u>		708	D	\$3,712.94 ⁽⁵⁾	37,519.0463	D	
Common Stock	06/10/2025		<u>S</u>		730	D	\$3,715.02 ⁽⁶⁾	36,789.0463	D	
Common Stock	06/10/2025		<u>S</u>		958	D	\$3,716.38 ⁽⁷⁾	35,831.0463	D	
Common Stock	06/10/2025		<u>S</u>		1,114	D	\$3,706.57 ⁽⁸⁾	34,717.0463	D	
Common Stock	06/10/2025		<u>S</u>		1,149.0463	D	\$3,700.78 ⁽⁹⁾	33,568	D	
Common Stock	06/10/2025		<u>S</u>		1,671	D	\$3,718.43 ⁽¹⁰⁾	31,897	D	
Common Stock	06/10/2025		<u>S</u>		1,914	D	\$3,703.47 ⁽¹¹⁾	29,983	D	
Common Stock	06/10/2025		<u>S</u>		1,926	D	\$3,707.64 ⁽¹²⁾	28,057	D	
Common Stock	06/10/2025		<u>S</u>		2,008	D	\$3,709.69 ⁽¹³⁾	26,049	D	
Common Stock	06/10/2025		<u>S</u>		2,215	D	\$3,702.54 ⁽¹⁴⁾	23,834	D	
Common Stock	06/10/2025		<u>S</u>		2,438	D	\$3,704.5 ⁽¹⁵⁾	21,396	D	

Common Stock	06/10/2025		<u>S</u>		2,464	D	\$3,708.63 ⁽¹⁶⁾	18,932	D	
Common Stock	06/10/2025		<u>S</u>		2,523	D	\$3,705.48 ⁽¹⁷⁾	16,409	D	
Common Stock	06/10/2025		<u>G</u>		3,493	D	\$ 0	12,916	D	
Common Stock	06/10/2025		<u>S</u>		4,370	D	\$3,713.67 ⁽¹⁸⁾	8,546	D	
Common Stock								50	I	As Co-Trustee for Siblings' Trust #2
Common Stock								177	I	As Trustee for Daughter's Trust
Common Stock								1,936	I	As Trustee for Descendants Trust
Common Stock								176	I	As Trustee for Son's trust

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$1,060.81	06/10/2025		<u>M</u>			27,500	⁽¹⁹⁾	10/08/2029	Common Stock	27,500	\$ 0	0	D	

Explanation of Responses:

1. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,717.00 - \$3,717.75 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
2. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,710.30 - \$3,710.96 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
3. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,719.21 - \$3,720.00 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
4. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,711.53 - \$3,712.48 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
5. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,712.55 - \$3,713.42 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
6. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,714.75 - \$3,715.23 per Share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,715.92 - \$3,716.79 per Share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,706.10 - \$3,707.09 per Share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,700.78 - \$3,701.47 per Share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,718.02 - \$3,718.59 per Share. The Reporting Person undertakes to provide, upon request by the SEC 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 weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,702.93 - \$3,703.80 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
12. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,707.12 - \$3,708.07 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
13. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,709.18 - \$3,710.13 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
14. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,701.92 - \$3,702.83 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
15. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,703.98 - \$3,704.96 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
16. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,708.17 - \$3,709.16 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
17. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,704.99 - \$3,705.98 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
18. This price represents the weighted average price per Share, of Issuer, of sales that were executed at prices ranging from \$3,713.57 - \$3,714.48 per Share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
19. Options are granted in accordance with the Amended and Restated AutoZone, Inc. 2011 Equity Incentive Award Plan and exercisable in one-fourth increments on September 25, 2020, 2021, 2022 and 2023, respectively.

Signatures

/s/ William C. Rhodes III

** Signature of Reporting Person

06/12/2025

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.