Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ullyot Theodore Warren</u>						2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]								Relationship of the Relati	cable)	ng Pers	son(s) to Iss 10% Ov	
(Last) (First) (Middle) 200 GREENWICH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 03/01/2008									Officer below)	(give title		Other (s below)	specify
(Street) GREENWICH CT 06830 (City) (State) (Zip)					4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								ndividual or Joint/Group Filing (Check Applicable e) X 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. Transa Date (Month/D						r) Ex	a. Deem ecution any onth/Da	Date,	Transaction Dispose Code (Instr. 5)		ties Acquired (A) or I Of (D) (Instr. 3, 4 an		Beneficia	es ally Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			
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)		n of		6. Date Exercisab Expiration Date (Month/Day/Year)		е	nd 7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares					
Stock Appreciation	\$0 ⁽²⁾	03/01/2008			A		96.1		(3)		(4)	Common Stock	96.1	\$117.015	544.8	8	D	

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.
- 2. No conversion price for Stock Appreciation Rights.
- 3. Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
- 4. Stock Appreciation Rights do not expire.

Remarks:

Theodore W. Ullyot

03/01/2008

** Signature of Reporting Person

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.