## FORM 4

obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5

OMB APPROVAL									
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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*  GRUSKY ROBERT R					2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [ AZO ]									(Check all a				g Person(s) to Issuer  10% Owner	
(Last) (First) (Middle) 123 SOUTH FRONT STREET					3. Date of Earliest Transaction (Month/Day/Year) 12/01/2009										officer (give title elow)		Other (specify below)		
(Street)  MEMPH  (City)			38103 Zip)		_   4. If	Amen	dment,	, Date (	of Original Filed (Month/Day/Year)						ndividual or Joint/Group Filing (Check Applicate)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tabl	e I - N	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or E	Benefic	ially	Own	ed			
D			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 a			nd 5) Sec Ben		ount of ities icially d Following	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		Transa	action(s) 3 and 4)			(111501. 4)				
Common	Common Stock <sup>(1)</sup> 12/01/20				2009	009		A		63	A	\$148	.475		63 <sup>(2)</sup>	B <sup>(2)</sup> D			
Common Stock															489			I	By Limited Liability Company
		Та	ıble II -								osed of, convertib				wned				-
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date E (Month/Day/Year) if	Executi if any	f any '		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exerction Da		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		Der Sec (Ins	ivative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	, G G G (I	.0. Ownership Form: Direct (D) Or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	V (A) (D)		Date Exercisable		Expiration Date	or Number of Title Shares							

## **Explanation of Responses:**

- 1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan (the "Plan"). Pursuant to the Plan, directors are paid at least 50% (and may elect to be paid up to 100%) of their retainer fees each quarter in AutoZone common stock or deferred stock units.
- 2. The Reporting Person ("Mr. Grusky") is also a limited partner in ESL Partners, L.P. ("ESL Partners"), which together with various of its affiliates owns common stock of the issuer. As a limited partner, Mr. Grusky is not deemed to have a reportable interest in common stock of the issuers held by ESL Partners, and Mr. Grusky disclaims beneficial ownership of the common stock of the issuer held by ESL Partners, except to the extent of his pecuniary interest therein.

## Remarks:

Robert R. Grusky

12/01/2009

\*\* 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.