FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

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

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*  Nieto Luis P Jr						2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTOZONE INC [ AZO ]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
THE Dais 1 51												X				10% Ov	·		
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 12/01/2008									Officer below)	(give title		Other (s below)	specify	
123 SOUTH FRONT STREET																			
						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable						
(Street)														Line)	Eorm fi	led by One	a Danc	orting Person	,
MEMPHIS	S TN	38	3103											_ ^		•	•	•	
												Form filed by More than One Reporting Person							
(City)	(Sta	te) (Z	ip)																
		Table	e I - Non	-Deriv	ative	Sec	urities	Ac	quired,	Dis	posed o	f, or Bei	nefi	cially	Owned				
1. Title of Se	curity (Instr.	3)		2. Trans	action					3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3,					5. Amour Securitie				7. Nature of
Date (Month/I					Day/Yea	Execution Date, if any (Month/Day/Year)			Code (Instr.   5)		i Oi (D) (iiis	u. 3,	4 anu	Beneficia	ially (D) (Following d		or Indirect nstr. 4)	Beneficial Ownership (Instr. 4)	
									17   89		(4) au	.		Reported					
									Code	V	Amount	(A) or (D)	P	rice	Transacti (Instr. 3 a				
		Ta	ıble II - I	Deriva	tive S	ecu	rities A	Acqu	uired, D	ispo	osed of,	or Bene	efic	ially (	Owned				
			(	e.g., p	uts, c	alls	, warra	ants	, option	s, c	onvertil	ole secu	ıriti	es)					
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 Exercisable a 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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
														ount					
													or Nu	mber					
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	of Sh	ares					
Stock Appreciation Rights <sup>(1)</sup>	\$0 <sup>(2)</sup>	12/01/2008			A		302.7		(3)		(4)	Common Stock	30	)2.7	\$108.92	302.7	7	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:

<u>Luis P. Nieto Jr.</u> <u>12/01/2008</u>

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.