

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Finestone Mark A.</u>			<u>AUTOZONE INC [AZO]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Officer (give title below)		
123 SOUTH FRONT STREET			12/11/2008			Sr. Vice President		
MEMPHIS TN 38103			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(City)	(State)	(Zip)				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. 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	12/11/2008		M		3,000	A	\$75.64	3,000	D	
Common Stock	12/11/2008		M		3,000	A	\$74.42	6,000	D	
Common Stock	12/11/2008		S		100	D	\$128.62	5,900	D	
Common Stock	12/11/2008		S		100	D	\$128.52	5,800	D	
Common Stock	12/11/2008		S		100	D	\$128.27	5,700	D	
Common Stock	12/11/2008		S		100	D	\$128.22	5,600	D	
Common Stock	12/11/2008		S		200	D	\$128.43	5,400	D	
Common Stock	12/11/2008		S		200	D	\$128.42	5,200	D	
Common Stock	12/11/2008		S		300	D	\$128.23	4,900	D	
Common Stock	12/11/2008		S		700	D	\$128.51	4,200	D	
Common Stock	12/11/2008		S		4,200	D	\$128.18	0	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$74.42	12/11/2008		M		3,000		(2)	09/17/2012	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$75.64	12/11/2008		M		3,000		(3)	09/29/2014	Common Stock	3,000	\$0	4,000	D	

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options exercisable in one-fourth increments on September 16, 2003, 2004, 2005, and 2006, respectively.
- Options are exercisable in one-fourth increments on September 28, 2005, 2006, 2007, and 2008, respectively.

Remarks:

Mark A. Finestone

01/21/2009

** 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.