SEC Form 4	
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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
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL										
OMB Number: 3235-0287										
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1 I. Nume and Address of Reporting Leson			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]		tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner		
(Last) (First) (Middle) 123 SOUTH FRONT STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2009		Officer (give title below)	Other (specify below)		
(Street) MEMPHIS TN 38103			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
		38103		X	Form filed by One Repo Form filed by More than	0		
(City)	(State)	(Zip)			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)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		
Common Stock ⁽¹⁾	09/01/2009		Α		63	Α	\$146.66	189 ⁽²⁾	D	
Common Stock								300	I	By Limited Liability Company

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title Amour Securi Under Deriva Securi and 4)	nt of ties ying	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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

** Signature of Reporting Person

09/01/2009

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.