# SEC Form 4

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

**F** 

1. Name and Address of Reporting Person* <u>GRAVES EARL G JR</u>			2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [ AZO ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
(Last) (First) (Middle) 123 SOUTH FRONT STREET		· · · · ·	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2009		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) MEMPHIS	TN	38103		X	Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip)			Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

#### 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 3. Transaction Code (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Form: Direct (D) or Indirect Indirect Beneficial Execution Date, Securities (Month/Day/Year) if any (Month/Day/Year) Beneficially 8) **Owned Following** (i) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4)

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. Nur of Deriv Secur Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	Expiration Date (Month/Day/Year)		iration Date Amount of hth/Day/Year) Securities		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	Amount or Number of Shares				
Stock Appreciation Rights <sup>(1)</sup>	\$0 <sup>(2)</sup>	12/01/2009		A		75.8		(3)	(4)	Common Stock	75.8	\$148.475	3,222.1	D	

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. 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:

#### Earl G. Graves Jr.

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.