FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	ourden								

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

hours per response: 0.5

1. Name and Address of Reporting Person*  GOLDSMITH HARRY L					2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTOZONE INC [ AZO ]									k all app Dired	oplicable) ector		Person(s) to Issuer  10% Owner		
,		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2008									X	below)			Other (specify below)			
				4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)	Forn	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
	Tab	le I - No	on-Deriv	ative	Sec	uritie	s Acc	quired	l, Dis	sposed o	f, or E	Benef	icially	Owne	ed				
D D			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)					and 5) Secur Benef Owne		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) o	r Pri	се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock <sup>(1)</sup>								A		143	A	\$1	39.47	1:	1,414		D		
Common Stock <sup>(1)</sup> 12/3				2008				A		25	A		\$ <mark>0</mark>	13	1,439		D		
Common Stock														1	,400		I	By Trust	
Common Stock															200		I	By Trusts for Daughters	
	Ta	able II -												wned					
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		on Date,	Transaction Code (Instr.				Expiration Dat (Month/Day/Ye		te ear)	Amou or Numb		De Se (In	erivative ecurity	derivative Securities Beneficially Owned Following Reported	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
	(Fi UTH FRONT  (St  (St  Security (Inst  Stock  Stock  Stock  2.  Conversion or Exercise Price of Derivative	(First)  JTH FRONT STREET  (State)  Tab  Security (Instr. 3)  Stock  Stock  Tac  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  JTH FRONT STREET  IIS TN 38103  (State) (Zip)  Table I - Note    Security (Instr. 3)  Stock  Stock  Table II -  Conversion or Exercise Price of Derivative    (Month/Day/Year)  A Dee Execution of Exercise Price of Derivative    (Month/Day/Year)	(First) (Middle)  JTH FRONT STREET  IIS TN 38103  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3) 2. Transac Date (Month/Da  Stock  Stock  Table II - Derivat (e.g., pt  Conversion or Exercise Price of Derivative Security  Security (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  3. D. 12/3  TH FRONT STREET  Table I - Non-Derivative  Security (Instr. 3)  Stock  Table II - Derivative Stock  Stock  Table II - Derivative Stock  Table II - Derivative Stock  3. Dr. 12/31/2008  1. 2/31/2008  Stock  3. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Sc (e.g., puts, c. 2006)  (e.g., puts, c. 2006)  Transaction Date (Month/Day/Year)  Stock  1. 2/31/2008  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  3. Date of 12/31/20  4. If Amer  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  Price of Derivative Security (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Security (Instr. 3)	(First) (Middle)  3. Date of Earlies 12/31/2008  Table I - Non-Derivative Securities (Month/Day/Year) (Month/Day)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) or Exercise Price of Derivative Security (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) or Exercise Price of Derivative Security (Month/Day/Year)  3. Date of Earlies 12/31/2008  4. If Amendment, 22. Transaction Date (Month/Day/Year) (Month/Day/Year) or Execution if any (Month/Day/Year) or Execution Date, if any (Month/Day/Year) or Execution Date (Mo	(First) (Middle)  TTH FRONT STREET  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquage (e.g., puts, calls, warrants, (Month/Day/Year)	(First) (Middle)  3. Date of Earliest Transaction (12/31/2008  4. If Amendment, Date of Origin  Table I - Non-Derivative Securities Acquired Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Mo	(First) (Middle)  TH FRONT STREET  Table I - Non-Derivative Securities Acquired, Dispection of Code (Instr. 8)  Security (Instr. 3)  2. 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Transacti	(First) (Middle)  THE FRONT STREET  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Earliest Transaction (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (In Date (Month/Day/Year) (Month/Day/Year)  Stock(1)  12/31/2008  Table II - Derivative Securities Acquired, Disposed of (D) (In Date (P.))  Stock(1)  12/31/2008  A 143  A 143  A 25  A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Berger, puts, calls, warrants, options, convertible security (Month/Day/Year)  A 12/31/2008  Date Expiration Date (Month/Day/Year)  A 12/31/2008  Date Expiration  Date (Month/Day/Year)  Date Expiration  Expiration Date (Month/Day/Year)  Date Expiration	(First) (Middle)  THE FRONT STREET  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiary (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Properties)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary  (e.g., puts, calls, warrants, options, convertible securities)  Conversion Or Exercise Price of Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  A 25 A  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary  (e.g., puts, calls, warrants, options, convertible Securities)  A 25 A  A 25 A  A 25 A  A 25 A  A 26 A  A 25 A  A 26 A  A 26 A  A 27 A  Amount of Securities  Acquired (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  THE FRONT STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock(1) 12/31/2008 A 143 A \$139.47  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ceg.g., puts, calls, warrants, options, convertible securities)  2. Conversion or Exercise Price of Date Execution Date (Month/Day/Year) (Month/Day	(First) (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/31/2008  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  3. Transaction Date (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  3. Transaction Date (Instr. 3)  4. Securities Acquired (A) or Price (Downed Report Transaction (Month/Day/Year)  5. Amount (A) or Price (Downed Report Transaction (Month/Day/Year)  5. Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)  2. Cransaction Date (B. Date Exercisable and Date (Month/Day/Year)  3. Transaction Date (B. Date Exercisable and Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number (Month/Day/Year)  6. Individual of Lindwidual Options, a factor (A) or Disposed of, or Beneficially Owned (Instr. 3)  5. Number (Month/Day/Year)  6. Individual Options, A securities Acquired, Disposed of (D) (Instr. 3)  6. Disposed of (D) (Instr. 3)  7. Title and Amount of Options, and (A) or Disposed of (D) (Instr. 3)  8. Price of Derivative Securities (Month/Day/Year)  8. Date Exercisable and Amount of Options, and (A) or Options, a	(First) (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/31/2008  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  2. Transaction Date (Month/Day/Year)  12/31/2008  A Securities Acquired (A) or Securities (Instr. 3)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction Code (Instr. 3)  2. Transaction (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired (Month/Day/Year)  5. Amount of Securities (Month/Day/Year)  5. Amount of (Month/Day/Year)  7. Transaction (Month/Day/Year)  8. A 143 A \$139.47 11,414  2. Transaction (Month/Day/Year)  8. A 25 A \$0 11,439  2. Transaction (Month/Day/Year)  8. A 25 A \$0 11,439  2. Transaction (Month/Day/Year)  8. A 25 A \$0 11,439  2. Transaction (Month/Day/Year)  8. A 25 A \$0 11,439  2. Transaction (Month/Day/Year)  8. A 25 A \$0 11,439  8. A 143 A \$139.47 11,414  8. Month/Day/Year)  8. A 143 A \$139.47 11,414  8. Month/Day/Year)  9. Month/Day/Year)  1. Transaction (Month/Day/Year)  1. A 143 A \$139.47 11,414  8. Month/Day/Year)  1. A 143 A \$139.47 11,414  8. Month/Day/Year)  1. A 143 A \$139.47 11,414  8. Month/Day/Year)  9. Month/Day/Year)  1. A 143 A \$139.47 11,414  9. Month/Day/Year)  1. A 143 A \$139.47 11	(First) (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/31/2008  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  2. 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Date of Earliest Transaction (Month/Day/Year) 2.3. Date of Earliest Transaction (Month/Day/Year) 2.731/2008 2.4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check A Line) 2. Transaction Date (Month/Day/Year) 6. Individual or Joint/Group Filing (Check A Line) 2. Transaction Date (Month/Day/Year) 6. Ownership From filed by More than One Reperson 2. Transaction Date (Month/Day/Year) 6. Ownership From: Direct (D) or Indirect (D) (Instr. 3, 4 and 5) 5. Amount of Executives Beneficially Owned Following Transaction (Instr. 3) 6. Ownership From: Direct (D) or Indirect (D) (Instr. 4) 6. Ownership From: Direct (D) or Indirect (D) or Indire	

## **Explanation of Responses:**

1. Acquired pursuant to AutoZone, Inc. Fourth Amended and Restated Executive Stock Purchase Plan.

## Remarks:

Harry L. Goldsmith \*\* Signature of Reporting Person 01/02/2009 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.