FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

						Section 30(h) of the				of 1940						
1. Name and Address of Reporting Person* OLSEN ROBERT D						suer Name and Tio JTOZONE IN				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (spec				wner		
(Last) (First) (Middle) 123 SOUTH FRONT STREET						ate of Earliest Tran 17/2009	(Mont	h/Day/Year)		X	Officer (below) Corpor	specify				
(Street) MEMPH	IS T	N	38103		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							ridual or Joint/Group Filing (Check Applica Form filed by One Reporting Person Form filed by More than One Reporting			on .
(City)	(S	tate)	(Zip)										Person	ed by More	than One Repo	nung
		Т	able I - N	lon-Deri	/ative	Securities Ad	quire	d, D	isposed o	f, or Be	enefici	ally	Owned			
1. Title of Security (Instr. 3)			2. Transact Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5)	5. Amount of Securities Beneficially Owned Follow		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		Transacti	Transaction(s) (Instr. 3 and 4)		(111501.4)
Common	Stock			12/17/2	2009		M		50,000	A	\$24.9	375	76,	932	D	
Common	Stock			12/17/2009			S		60	D	\$159	.09	76,	872	D	
Common	Stock			12/17/2009			S		100	D	\$159	.06	76,	772	D	
Common	Stock			12/17/2009			S		100	D	\$159	.03	76,	672	D	
Common	Stock			12/17/2009			S		100	D	\$159.	\$159.005		572	D	
Common	Stock			12/17/2	2009		S		100	D	\$158	.95	76,4	472	D	
Common	Stock			12/17/2	2009		S		100	D	\$158	.69	76,3	372	D	
Common	Stock			12/17/2	2009		S		200	D	\$159	.01	76,	172	D	
Common	Stock			12/17/2	2009		S		280	D	\$158	.61	75,	892	D	
Common	Stock			12/17/2	2009		S		300	D	\$159	.05	75,	592	D	
Common	Stock			12/17/2	2009		S		300	D	\$158	.97	75,2	292	D	
Common	Stock			12/17/2	2009		S		400	D	\$159.0	0175	74,	892	D	
Common Stock		12/17/2009			S	400		D	\$158	.98	74,492		D			
Common Stock		12/17/2009			S		400	D \$158		5563	74,0	092	D			
Common	Stock			12/17/2	2009		S		524	D	\$158	.64	73,	568	D	
Common	Stock			12/17/2	2009		S		600	D	\$158	.68	72,	968	D	
Common	Stock			12/17/2	2009		S		1,000	D	\$158	.63	71,	968	D	
Common Stock		12/17/2009			S		1,800	D \$158.9		.96	70,168		D			
Common Stock		12/17/2009		9			2,240	D \$158.9		.93	67,928		D			
Common Stock		12/17/2009		9			2,300	D	\$159	.04	65,628		D			
Common Stock			12/17/2009			S		2,600	D	\$158	.99	63,028		D		
Common Stock			12/17/2009			S		9,000	D	\$15	59	54,028		D		
Common Stock 12/17/			2009		S		27,096	D	\$158	3.6	26,	932	D			
			Table I			Securities Acquality							wned			
Derivative Conversion Date Execu Security or Exercise (Month/Day/Year) if any			Execution (if any	3A. Deemed 4. Execution Date, Trai		s, cears, warrant nsaction de (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			cisable and	7. Title a of Secur Underlyi	nd Amou ities ng /e Securit	nt 8. Price of Derivative Security		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)

				puts,	calls	, wa	arrants	, options,	convertil	ole secu	rities)				
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)	Code (8)	ction	Of Deri Sec Acq (A) (Disp of (I	u(m)er ivative urities uired or oosed D) (Instr. and 5)	ExBetis Baler (Expiration Do (Month/Day/)	te	Titletle an of Securit Underlyin Derivative (Instr. 3 ar	les g Security	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	(4)	(D)	Date	Expiration	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$24.9375	12/17/2009		М		()	50,000	(2)	04/24/2010	Common Stock	50,000	\$0	0	D	

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- 2. Options vest and are exercisable in one-third increments on April 24, 2003, 2004 and 2005, respectively.

Remarks:

Robert D. Olsen 12/17/2009

** 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.

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