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

| TATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|----------|-------------------|---------------|------------------|

OMB APPROVAL

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

| Name and Address of Reporting Person* SHEA JAMES | | | | | 2. Issu AUT | er Name and Tick Γ <mark>OZONE IN</mark> | er or Tra | ading S ZO] | Symbol | (Che | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify | | | | | | | |
|--|--|-------------------------------|---|---|---|--|--|-------------------------------|---------------|---|---|---|--|--|---|--|--|--|
| (Last) | ast) (First) (Middle) | | | | | | e of Earliest Trans /2008 | action (M | /lonth/ | Day/Year) | | below) | Officer (give title Other (specify below) Executive Vice President | | | | | |
| (Street) MEMPH | Street) MEMPHIS TN 38103 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| (City) | (S | (State) (Zip) | | | | | | | | | | | Person | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transa Date (Month/D | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | es Acquired Of (D) (Instr. | | Benefici Owned I Reporte | es ially Following d | 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 | Transac (Instr. 3 | | | | | | | |
| Common | Common Stock 07/31 | | | | 07/31/ | /2008 | | M | | 10,000 | A | \$75.64 | 10 | ,683 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 100 | D | \$131.8 | | ,583 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 100 | D | \$131.7 | 7 10 | ,483 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 100 | D | \$132.0 | 3 10 | 10,383 | | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 100 | D | \$132.0 | 6 10 | ,283 | D | | | |
| Common | Common Stock 0 | | | 07/31/ | /2008 | | S | | 100 | D | \$132.0 | 7 10 | 10,183 | | | | | |
| Common | Common Stock 07/3 | | | 07/31/ | /2008 | | S | | 100 | D | \$132.1 | 3 10 | ,083 | D | | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 200 | D | \$131.8 | 3 9, | 883 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 200 | D | \$131.8 | 9 9, | 683 | D | | | |
| Common | Common Stock 07/31 | | | /2008 | | S | | 300 | D | \$131.9 | 9, | 383 | D | | | | | |
| Common | mmon Stock 07/31/ | | | 2008 | | S | | 300 | D | \$131.7 | 8 9, | 083 | D | | | | | |
| Common | Common Stock 07/3 | | | 07/31/ | /2008 | | S | | 300 | D | \$131.9 | 5 8, | 783 | D | | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 300 | D | \$131.8 | 1 8, | 483 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | s 300 | | D | \$131.8 | 2 8, | 8,183 | | | | |
| Common Stock | | | 07/31/ | /2008 | | S | | 500 | D | \$131.8 | | 683 | D | | | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 500 | D | \$131.9 | 4 7, | 183 | D | | | |
| Common | Stock | | | | 07/31/ | /2008 | | S | | 500 | D | \$131.9 | 1 6, | 683 | D | | | |
| Common Stock 07 | | | 07/31/ | /2008 | | S | | 500 | D | \$131.8 | 4 6, | 183 | D | | | | | |
| Common Stock 07/ | | | 07/31/ | /2008 | | S | | 500 | D | \$131.9 | 2 5, | 683 | D | | | | | |
| Common Stock 07/ | | | 07/31/ | /2008 | | S | | 600 | D | \$131.8 | 6 5, | 083 | D | | | | | |
| Common Stock 07/ | | | 07/31/ | /2008 | | S | | 800 | D | \$132.0 | 4 4, | 283 | D | | | | | |
| Common Stock 07/3: | | | 07/31/ | /2008 | | S | | 800 | D | \$131.9 | 8 3, | 483 | D | | | | | |
| Common Stock 07/31/ | | | | /2008 | | S | | 2,800 | D | \$131.7 | 9 6 | 683 | | | | | | |
| Common Stock | | | | | | | | | | | | 1 | 150 | I | By Spouse | | | |
| 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 | Date | 3. Transaction 3A. Deemed 4 Execution Date, 1 | | ransactio Code (Inst | n of | 6. Date Exercis Expiration Dat (Month/Day/Ye | | e | 7. Title and of Securitie Underlying Derivative 9 (Instr. 3 and | es Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | Ownershi Form: y Direct (D) or Indirec (I) (Instr. 4 | Beneficial Ownership t (Instr. 4) | | | |

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction | (e.g., 3A. Deemed Execution Date, if any | recution Date, any Code (Instr. B) Code (Instr | | vative urities uired or oosed o) (Instr. | | CONVERTION Expiration Statute and | | rittings)r of Symaoesnt es 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| -Non | \$75.64 | 07/31/2008 | | М | | | 10,000 | (2) | 09/29/2014 | Common Stock | 10,000 | \$0 | 12,500 | D | |

Explanation of Responses:

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

Remarks:

<u>James A. Shea</u>

** 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.