

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>SHEA JAMES</b>  (Last) (First) (Middle) <b>123 SOUTH FRONT STREET</b>  (Street) <b>MEMPHIS TN 38103</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AUTOZONE INC [ AZO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/16/2008</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	12/16/2008		M		17,250	A	\$82	17,933	D	
Common Stock	12/16/2008		M		1,500	A	\$82	19,433	D	
Common Stock	12/16/2008		S		40	D	\$131.8	19,393	D	
Common Stock	12/16/2008		S		100	D	\$132.14	19,293	D	
Common Stock	12/16/2008		S		100	D	\$132.1	19,193	D	
Common Stock	12/16/2008		S		100	D	\$132.05	19,093	D	
Common Stock	12/16/2008		S		100	D	\$131.78	18,993	D	
Common Stock	12/16/2008		S		100	D	\$131.73	18,893	D	
Common Stock	12/16/2008		S		100	D	\$131.72	18,793	D	
Common Stock	12/16/2008		S		100	D	\$131.67	18,693	D	
Common Stock	12/16/2008		S		100	D	\$131.57	18,593	D	
Common Stock	12/16/2008		S		200	D	\$132.06	18,393	D	
Common Stock	12/16/2008		S		200	D	\$132.01	18,193	D	
Common Stock	12/16/2008		S		200	D	\$131.8325	17,993	D	
Common Stock	12/16/2008		S		200	D	\$131.77	17,793	D	
Common Stock	12/16/2008		S		200	D	\$131.75	17,593	D	
Common Stock	12/16/2008		S		200	D	\$131.58	17,393	D	
Common Stock	12/16/2008		S		340	D	\$132.04	17,053	D	
Common Stock	12/16/2008		S		400	D	\$132.03	16,653	D	
Common Stock	12/16/2008		S		500	D	\$131.835	16,153	D	
Common Stock	12/16/2008		S		500	D	\$131.79	15,653	D	
Common Stock	12/16/2008		S		600	D	\$132.02	15,053	D	
Common Stock	12/16/2008		S		700	D	\$131.71	14,353	D	
Common Stock	12/16/2008		S		1,100	D	\$131.88	13,253	D	
Common Stock	12/16/2008		S		3,330	D	\$132	9,923	D	
Common Stock	12/16/2008		S		4,100	D	\$131.5	5,823	D	
Common Stock	12/16/2008		S		5,140	D	\$131.6	683	D	
Common Stock								150	I	By Spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

