FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

`			or S	Section 30(h) of the	Investment C	Company Act of 1940				
1. Name and Address of Reporting Person*  SHEA JAMES				suer Name <b>and</b> Tio JTOZONE IN	,	, ,		tionship of Reporting all applicable) Director Officer (give title	Person(s) to Issuer  10% Owner Other (specify	
(Last) 123 SOUTH F	(First) FRONT STREE	(Middle)		ate of Earliest Tran 16/2008	saction (Mont	h/Day/Year)	A	below) below, Executive Vice President		)``
(Street) MEMPHIS TN 38103 (City) (State) (Zip)				Amendment, Date	of Original Fil	ed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	Reporting Pers	on
		Table I - N	on-Derivative	Securities Ac	quired, Di	sposed of, or Benefi	cially (	Owned		
1. Title of Securi	ty (Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect

1. Title of Security (Instr. 3)	2. Transaction Date	24 Doomod								
	(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	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	Transaction(s) (Instr. 3 and 4)		
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

1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	As leerne Deriv Execution Date, if any (e.g., (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa	Acquired Securities  Acquired Securities			G. Date Expiration Date (Month/Day/)	isable and	or Beneficially of Securities of Securities of Security (Inst. 3 and 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned PoNumber of Registrice Penusities (s) Herseligially Owned	10. Ownership Form: Direct (D) or Indirect 40 (Instr. 4) Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	V	of (E	osed )) (Instr. and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares Amount		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Incentive Stock Option _(Right to Buy)(1)	\$82	12/16/2008		с∭е	v	(A)	(1,500	Date Exercisable	10/15/2015	Common TiStock	or Number (1,500	\$0	500	D	
Non- Qualified Stock Option (right to buy) <sup>(1)</sup>	\$82	12/16/2008		М			17,250	(2)	10/16/2015	Common Stock	17,250	\$0	5,750	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 October 15, 2006, 2007, 2008, and 2009, respectively.

## Remarks:

<u>James A. Shea</u> <u>12/16/2008</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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