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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1034

3235-0287 0.5

Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Company Act of 1940 Image: construct or section 30(h) of the investment Construct or section 30(h) of the investment Construct or section 30(h) of the investment Construct or seconstruct or section 30(h) of the investment Construct o	$113000011 \pm (0)$.		i licu	pursuant to Section 10(a) of the Securities Exchange Act of 1934				
AUTOZONE INC [AZO] AUTOZONE INC [AZO] (Check all applicable) Graves William W AUTOZONE INC [AZO] Director 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify below) 123 SOUTH FRONT STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable) Street) MEMPHIS TN 38103 X Form filed by One Reporting Person Form filed by More than One Reporting Person Person				or Section 30(h) of the Investment Company Act of 1940				
Last) (First) (Middle) 123 SOUTH FRONT STREET 3. Date of Earliest Transaction (Month/Day/Year) A below) Senior Vice President Street) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Street) X Form filed by One Reporting Person Form filed by More than One Reporting Person		1 0)* 	3 <i>y</i>	(Check a	all applicable) Director	10% Owner	
Street) MEMPHIS TN 38103 Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Person	,		(Middle)			below) below)		
	MEMPHIS			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	Form filed by One Report	ing Person	
		(Sidle)	(Zih)					

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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- Qualified Stock Option (right to buy) ⁽¹⁾	\$130.79	09/22/2008		А		17,000		(2)	09/23/2018	Common Stock	17,000	\$0	17,000	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.

2. Options exercisable in one-fourth increments on September 22, 2009, 2010, 2011 and 2012, respectively.

Remarks:

William W. Graves

** Signature of Reporting Person Date

09/23/2008

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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