SEC Form 4	-
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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 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPR	OVAL									
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nours per response:	0.5
Estimated average burden	

1. Name and Addr HOUSE N (ess of Reporting Pers GERRY	on*		uer Name and Ticke FOZONE ING		Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owne					
(Last) 123 SOUTH F	(First) RONT STREET	(Middle)		e of Earliest Transa /2008	ction (Month/	Day/Year)		Officer (give title below)	Other below	(specify)			
				mendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street) MEMPHIS	TN	38103					Line) X	Form filed by One Form filed by Mor					
(City)	(State)	(Zip)						Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Transac Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			

1. The of Security (insu. 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of	(D) (Instr	. 3, 4 and 5)	Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/11/2008		М		3,000	A	\$90.455	4,113	D		
Common Stock	12/11/2008		М		3,000	A	\$85.1	7,113	D		
Common Stock	12/11/2008		М		3,000	A	\$71.175	10,113	D		
Common Stock	12/11/2008		D		90	D	\$128.37	10,023	D		
Common Stock	12/11/2008		D		100	D	\$128.35	9,923	D		
Common Stock	12/11/2008		D		192	D	\$128.17	9,731	D		
Common Stock	12/11/2008		D		200	D	\$128.51	9,531	D		
Common Stock	12/11/2008		D		200	D	\$128.31	9,331	D		
Common Stock	12/11/2008		D		200	D	\$128.23	9,131	D		
Common Stock	12/11/2008		D		208	D	\$128.19	8,923	D		
Common Stock	12/11/2008		D		210	D	\$128.16	8,713	D		
Common Stock	12/11/2008		D		300	D	\$128.55	8,413	D		
Common Stock	12/11/2008		D		300	D	\$128.33	8,113	D		
Common Stock	12/11/2008		D		400	D	\$128.52	7,713	D		
Common Stock	12/11/2008		D		400	D	\$128.49	7,313	D		
Common Stock	12/11/2008		D		500	D	\$128.38	6,813	D		
Common Stock	12/11/2008		D		500	D	\$128.28	6,313	D		
Common Stock	12/11/2008		D		500	D	\$128.24	5,813	D		
Common Stock	12/11/2008		D		600	D	\$128.18	5,213	D		
Common Stock	12/11/2008		D		690	D	\$128.57	4,523	D		
Common Stock	12/11/2008		D		800	D	\$128.41	3,723	D		
Common Stock	12/11/2008		D		1,010	D	\$128.58	2,713	D		
Common Stock	12/11/2008		D		1,600	D	\$128.53	1,113	D		

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownershi (Instr. 4)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)				vative urities urities uired or oosed o) tr. 3, 4	uired, Disposed of, s, options, Expiration Expiration Date (Month/Day/Year) Convertible securities Expiration Date (Month/Day/Year) Convertible securities Convertible securities Conve			g Security		9. Number of derivative Securities Beneficially Owned	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⁾	\$71.175	12/11/2008	М			3,000	01/01/2006	01/01/2013	Common Stock	3,000	\$0	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$85.1	12/11/2008	М			3,000	01/01/2007	01/01/2014	Common Stock	3,000	\$0	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$90.455	12/11/2008	М			3,000	01/01/2008	01/01/2015	Common Stock	3,000	\$0	0	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.

Remarks:

N. Gerry House

12/11/2008

Date

** Signature of Reporting Person

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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