



**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. Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date		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
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$71.175	12/11/2008		M		3,000		01/01/2006	01/01/2013	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$85.1	12/11/2008		M		3,000		01/01/2007	01/01/2014	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$90.455	12/11/2008		M		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

\*\* 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.**