FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERS	HIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* GRUSKY ROBERT R						2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(Fi	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2009									X Director Officer (give title below)			10% Owner Other (specify below)	
(Street) MEMPH (City)			38103 Zip)		4. If	Line) X For									Forn	or Joint/Group Filing (Check Applicable m filed by One Reporting Person m filed by More than One Reporting son			
		Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Acc	quired	, Dis	sposed o	f, or E	Benef	cially	Owne	ed			
1. Title of Security (Instr. 3) 2. Transar Date (Month/Da				ay/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			and 5) Securition Beneficion Owned I		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D) Prid		се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common	Stock ⁽¹⁾			06/01/	/2009				A		61	A	. \$1	51.55	55 126 ⁽²⁾ D				
Common	ommon Stock														300			I	By Limited Liability Company
	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	3A. Deer Execution if any (Month/I						6. Date Expirati	on Da		Amount of		Deriv Secu (Instr	ivative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(: (Instr. 4)	Ov Fo Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	٧	(A)	(D)	Date Exercisa	able	Expiration Date	Title	of Shares	,					

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan (the "Plan"). Pursuant to the Plan, directors are paid at least 50% (and may elect to be paid up to 100%) of their retainer fees each quarter in AutoZone common stock or deferred stock units.
- 2. The Reporting Person ("Mr. Grusky") is also a limited partner in ESL Partners, L.P. ("ESL Partners"), which together with various of its affiliates owns common stock of the issuer. As a limited partner, Mr. Grusky is not deemed to have a reportable interest in common stock of the issuers held by ESL Partners, and Mr. Grusky disclaims beneficial ownership of the common stock of the issuer held by ESL Partners, except to the extent of his pecuniary interest therein.

Remarks:

Robert R. Grusky

06/01/2009

** 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.