FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	
	2. Issuer Name and Ticker or Trading Symbol	5. Relati

					or S	ection 30(h) of the	Investm	ent Co	ompany Act	of 1940						
1. Name and Address of Reporting Person* HOUSE N GERRY						suer Name and Tid TOZONE IN		_			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
												X	Director		10% Ov	
(Last) (First) (Middle) 123 SOUTH FRONT STREET						ate of Earliest Tran 31/2008	saction ((Month	n/Day/Year)			Officer (give title below)	;	Other (s below)	specily	
123 300 TH FRONT STREET						Amendment, Date	of Origin	al Eile	ad (Month/D	- 6	6. Individual or Joint/Group Filing (Check Applicable					
(Street) MEMPH	IIS T	N	3810)3	4. 11	Amendment, Date	or Origin	iai i iic	su (Month/Di		ine)		ed by One Reporting Person			
					-							Form filed by M Person	ore than O	ne Repo	rting	
(City)	(S	tate)	(Zip)		<u> </u>											
			Table I	- Non-Deriv	ative	Securities Ac	_	d, Di	sposed c	of, or Be	nefici	ally (Owned			
1. Title of Security (Instr. 3)			2. Transad Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securitie Disposed (es Acquired (A) or Of (D) (Instr. 3, 4 ar		d 5)	5. Amount of Securities Beneficially Owned Following	6. Owne Form: D (D) or In (I) (Instr	irect direct	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common	Stock			10/31/	2008		M		3,000	A	\$72.5	525	4,113	D		
Common	Stock			10/31/	2008		M		3,000	A	\$28.0	313	7,113	D		
Common	Stock			10/31/	2008		M		1,000	A	\$31.9	375	8,113	D		
Common	Stock			10/31/	2008		M		1,000	A	\$32.7	'813	9,113	D		
Common	Stock			10/31/	2008		M		1,000	A	\$31.9	375	10,113	D		
Common	Stock			10/31/	2008		M		500	A	\$2	5	10,613	D		
Common	Stock			10/31/	2008		S		100	D	\$127	7.82	10,513	D		
Common	Stock			10/31/	2008		S		100	D	\$128	8.3	10,413	D		
Common	Stock			10/31/	2008		S		100	D	\$128	3.54	10,313	D		
Common	Stock			10/31/	2008		S		100	D	\$128	3.42	10,213	D		
Common	Stock			10/31/	2008		S		100	D	\$128	3.49	10,113	D		
Common Stock		10/31/	2008		S		100	D	\$128	3.67	10,013	D				
Common Stock		10/31/	2008		S		200	D	\$127	7.8	9,813	D				
Common Stock			10/31/	2008		S		300	D	\$128	3.58	9,513	D			
Common	Stock			10/31/	2008		S		400	D	\$128	3.59	9,113	D		
Common	Stock			10/31/	2008		S		400	D	\$128	3.32	8,713	D		
Common	Stock			10/31/	2008		S		400	D	\$128	3.26	8,313	D		
Common	Stock			10/31/	2008		S		500	D	\$128	3.31	7,813	D		
Common Stock			10/31/	2008		S		600	D \$128.65		3.65	7,213				
Common Stock				10/31/	2008		S		1,000	D \$128.27		3.27	6,213			
Common Stock 10/3					1/2008		S		1,100	D	\$128.66		5,113			
Common Stock 10/31/2					2008	008			1,800	D	\$127.81		3,313			
Common Stock 10/31/20					2008		S		2,200	D	\$128	3.36	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. Transactic Date (Month/Day/	Exe Year) if ar	Deemed cution Date,	4. Transac Code (Ir 8)	5. Number tion of	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. I De Se (In	Price of rivative derivative curity str. 5) Benefici Owned Followir Reporte Transac (Instr. 4)	ve Oves For ally Di or (I) d tion(s)	vnership vrm: rect (D) Indirect (Instr. 4)	11. Natur of Indirec Beneficia Ownersh (Instr. 4)

		Т	able II - Deriva (e.g.,					, options	converti			Owned			
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)	Code Transa Code (V	6A)N of Deri Sec Acq (A) o Disp of (I	vative urities uired or cosed o) tr. 3, 4	Date Expiration ExBotis State of Saddle and Expiration Date (Month/Day/Year)		Titletle and Shares 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⁾	\$25	10/31/2008		М			500	03/21/2003	03/21/2010	Common Stock	500	\$25	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$28.0313	10/31/2008		М			3,000	01/01/2004	01/01/2011	Common Stock	3,000	\$28.0313	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$31.9375	10/31/2008		М			1,000	12/31/2002	12/31/2009	Common Stock	1,000	\$31.9375	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$31.9375	10/31/2008		М			1,000	01/01/2003	01/01/2010	Common Stock	1,000	\$31.9375	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$72.525	10/31/2008		М			3,000	01/01/2005	01/01/2012	Common Stock	3,000	\$72.525	0	D	
Non- Qualified Stock Options ⁽¹⁾	\$32.7813	10/31/2008		М			1,000	01/01/2002	01/01/2009	Common Stock	1,000	\$32.7813	0	D	

Explanation of Responses:

 $1.\ Granted\ in\ accordance\ with\ the\ AutoZone,\ Inc.\ Directors\ Stock\ Option\ Plan.$

Remarks:

N. Gerry House <u>10/31/2008</u>

** 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.

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