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 APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

1. Nume and Address of Reporting Leson			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 123 SOUTH FRONT STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2009	Х	Officer (give title below) Executive Vice Pre	Other (specify below)		
(Street) MEMPHIS	TN	38103	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (ing Person		
(City)	(State)	(Zip)			Person	-		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/09/2009		М		5,750	A	\$82	13,304	D		
Common Stock	12/09/2009		М		5,750	A	\$103.44	7,554	D		
Common Stock	12/09/2009		М		2,500	A	\$ <mark>86.55</mark>	15,804	D		
Common Stock	12/09/2009		М		500	A	\$82	16,804	D		
Common Stock	12/09/2009		М		500	A	\$103.44	16,304	D		
Common Stock	12/09/2009		S		59	D	\$154.54	16,745	D		
Common Stock	12/09/2009		S		100	D	\$154.46	16,645	D		
Common Stock	12/09/2009		S		100	D	\$154.27	16,545	D		
Common Stock	12/09/2009		S		100	D	\$154.25	16,445	D		
Common Stock	12/09/2009		S		100	D	\$154.24	16,345	D		
Common Stock	12/09/2009		S		100	D	\$154.23	16,245	D		
Common Stock	12/09/2009		S		100	D	\$154.2	16,145	D		
Common Stock	12/09/2009		S		106	D	\$154.48	16,039	D		
Common Stock	12/09/2009		S		197	D	\$154.21	15,842	D		
Common Stock	12/09/2009		S		200	D	\$154.4	15,642	D		
Common Stock	12/09/2009		S		300	D	\$154.35	15,342	D		
Common Stock	12/09/2009		S		300	D	\$154.31	15,042	D		
Common Stock	12/09/2009		S		400	D	\$154.41	14,642	D		
Common Stock	12/09/2009		S		400	D	\$154.3	14,242	D		
Common Stock	12/09/2009		S		400	D	\$154.22	13,842	D		
Common Stock	12/09/2009		S		500	D	\$154.38	13,342	D		
Common Stock	12/09/2009		S		800	D	\$154.33	12,542	D		
Common Stock	12/09/2009		S		800	D	\$154.32	11,742	D		
Common Stock	12/09/2009		S		810	D	\$154.49	10,932	D		
Common Stock	12/09/2009		S		1,100	D	\$154.26	9,832	D		
Common Stock	12/09/2009		S		2,500	D	\$154.43	7,332	D		
Common Stock	12/09/2009		S		4,528	D	\$154.17	2,804	D		
Common Stock								150	I	By Spouse	

	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)	action (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	rity derivative Securities	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				
Incentive Stock Option (Right to Buy) ⁽¹⁾	\$82	12/09/2009		М			500	(2)	10/15/2015	Common Stock	500	\$0	0	D	
Incentive Stock Option (Right to Buy) ⁽¹⁾	\$103.44	12/09/2009		М			500	(3)	09/26/2016	Common Stock	500	\$0	500	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$ 86.55	12/09/2009		М			2,500	(4)	04/08/2015	Common Stock	2,500	\$0	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$82	12/09/2009		М			5,750	(2)	10/16/2015	Common Stock	5,750	\$0	0	D	
Non- Qualified Stock Option (right to buy) ⁽¹⁾	\$103.44	12/09/2009		М			5,750	(3)	09/27/2016	Common Stock	5,750	\$0	5,750	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.

2. Options are exercisable in one-fourth increments on October 15, 2006, 2007, 2008, and 2009, respectively.

3. Options are exercisable in one-fourth increments on September 26, 2007, 2008, 2009, and 2010, respectively.

4. Options exercisable in one-fourth increments on April 7, 2006, 2007, 2008 and 2009, respectively.

Remarks:

James A. Shea

** Signature of Reporting Person

12/09/2009

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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