## FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							_		_	_							
Name and Address of Reporting Person*  Financian Mark A					2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTOZONE INC AZO  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)												
<u>Finestone Mark A.</u>			- 1-					,				Directo	or	10%	Owner		
-				– ⊢								_	X Officer	(give title	Other	(specify	
(1 a a t)	/_	inat)	(Middle)	3.	Date of	f Earliest	Tran	saction (Mor	nth/D	ay/Year)			below)		below	)	
(Last) (First) (Middle)					09/29/2009							Sr. Vice President					
123 SOUTH FRONT STREET														Ji. VICC I	resident		
(Street)				—   4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)				
` ′			20102										,				
MEMPE	IIS T	N	38103										X Form f	lied by One i	Reporting Pers	son	
-				— I									Form f	iled by More	than One Rep	orting	
			·-· ·										Persor	1			
(City)	(S	tate)	(Zip)														
		Tab	ole I - Non-De	rivativ	e Sec	curities	s Ac	guired, [	Disp	osed o	f, or Bei	neficial	ly Owned				
1 Title of	Coourity (Inc			ansactio							-		<del>-</del>		6. Ownership	7. Nature	
1. Title of Security (Instr. 3) 2. Transac					ction						tr. 3, 4 and	a) or 5. Amount of 6. Ownership 7. Natu 4 and Securities Form: Direct of India					
			(Mor	th/Day/Y	y/Year) if any Code (Instr. 5) Beneficially (D) or Indirect							Beneficial					
					(	Month/Da	ıy/Yea	ar)   8)					Owned F		(I) (Instr. 4)	Ownership	
							Code V Amount (A) or Bui				Reported Transaction(s)			(Instr. 4)			
								Code	v	Amount	(D) SI	Price	(Instr. 3				
													`	,			
		-	Table II - Deri	vative	Secu	ırities	Acq	uired, Di	spo	sed of,	or Bene	eficially	Owned				
			(e.g.	, puts,	calls	s, warr	ants	s, options	s, co	onvertil	ble secu	rities)					
1. Title of 2. 3. Transaction 3A. Deemed 4.						5. Numl	ner .	6. Date Exe	rcisa	ble and	7. Title and	1 Amount	8. Price of	9. Number o	of 10.	11. Nature	
				Transa	action			Expiration Date		of Securities		Derivative	derivative	Ownersh	ip of Indirect		
Security	or Exercise	(Month/Day/Year)	if any Code (Instr.   Derivative					(Month/Day/Year) Underlying			<u>.</u>	Security	Securities	Form:	Beneficial		
(Instr. 3)	Price of Derivative		(Month/Day/Year)	8)	Securities Derivative Se							(Instr. 5)	Beneficially Owned	Direct (D			
	Security			1	Acquired (Instr. 3 and 4)							iu 4)	1	Following	(I) (Instr.		
	Security								1	Reported	i   '''	'					
					of (D) (Instr. 3, 4 and 5)							Transaction (Instr. 4)	n(s)				
						,	, 		Т			Amount	1	(			
				1	1							or	1				
				1	1							Number	1				
				Code	l <sub>v</sub>	/ <sub>^</sub>	(D)	Date Exercisable		xpiration ate	Title	of Shares	1				
				Coue	, v	(A)	(0)	Exercisable	E D.	alc	Title	Silaits					
Incentive						l							1				
Stock		l			1	l					Common		1	1		1	
Option	\$142.77	09/29/2009		A	1	900		(2)	09	9/29/2019	Stock	900	\$0	900	D	1	
(Right to				1		l					JIJULK		1				
Buy) <sup>(1)</sup>						l							1				
Non-		ĺ							$\neg$							Ti Ti	
Qualified						l							1				
Stock	****	00/20/2005		Ι.	1	1		(2)		0/00/0040	Common	1 4 100	1	1,1,100		1	
Option	\$142.77	09/29/2009		A		14,100		(2)	109	9/30/2019	Stock	14,100	\$0	14,100	D		
(right to	1	I		1	1	I	I	I			1		1	I	- 1		

#### **Explanation of Responses:**

- 1. Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- 2. Options exercisable in one-fourth increments on September 29, 2010, 2011, 2012 and 2013, respectively.

#### Remarks:

Mark A. FInestone

09/30/2009

\*\* 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.