FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

wasiiiigtoii,	D.C.	20349	

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

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

1. Name and Address of Reporting Person* Ullyot Theodore Warren						2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Unyot 1	<u>Heodore</u>	warren								-				X Direct	or		10% Ov	/ner		
(Last) 123 SOUT	(Firs	,	1iddle)			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2009								Office below	(give title		Other (s below)	pecify		
(Street) MEMPHIS	S TN	38	3103		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. I Lin	X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(Sta	te) (Z	ip)			Person								1						
		Table	e I - Nor	า-Deriv	ative	Sec	uritie	s Ac	quired,	, Dis	posed o	f, or Be	neficial	ly Owned	i					
Date				action 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1				Benefici	es ally Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
							Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)			,,				
		Та									osed of, convertil			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)			4. Transaction Code (Instr. 8)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares							
Stock Appreciation	\$0 ⁽²⁾	12/01/2009			A		75.8		(3)		(4)	Common Stock	75.8	\$148.475	1,123	3.5	D			

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. No conversion price for Stock Appreciation Rights.
- 3. Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
- 4. Stock Appreciation Rights do not expire.

Remarks:

Theodore W. Ullyot 1

12/01/2009

** 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.