SEC Form 4

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

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

1. Name and Address of Reporting Person [*] <u>Ullyot Theodore Warren</u>			2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]		ationship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner						
(Last) 200 GREENWI	(First) CH AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2007		Officer (give title below)	Other (specify below)					
(Street) GREENWICH (City)	eet) REENWICH CT 06830		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	, ,						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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)		5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5	ative rities ired osed . 3, 4	Expiration Date (Month/Day/Year)		Amount of Securities		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				
Stock Appreciation Rights ⁽¹⁾	\$0 ⁽²⁾	06/01/2007		A		87.6		(3)	(4)	Common Stock	87.6	\$128.465	255.4	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.

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

06/01/2007

Date

** Signature of Reporting Person

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.