SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☑	**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
	For the quarterly period ended May 3, 2008, or
o	**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
	For the transition period from __________ to __________.

Commission file number 1-10714

AUTOZONE, INC.
(Exact name of registrant as specified in its charter)

Nevada	**62-1482048**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

123 South Front Street
Memphis, Tennessee 38103
(Address of principal executive offices) (Zip Code)

(901) 495-6500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer o	Non-accelerated filer o (Do not check if smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $.01 Par Value — 63,296,475 shares outstanding as of June 6, 2008.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

AUTOZONE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands)

	May 3, 2008	August 25, 2007
ASSETS		
Current assets		
Cash and cash equivalents	$ 81,654	$ 86,654
Accounts receivable	74,965	59,876
Merchandise inventories	2,106,473	2,007,430
Other current assets	123,846	116,495
Total current assets	2,386,938	2,270,455
Property and equipment		
Property and equipment	3,571,288	3,395,545
Less: Accumulated depreciation and amortization	1,315,547	1,217,703
	2,255,741	2,177,842
Other assets		
Goodwill, net of accumulated amortization	302,645	302,645
Deferred income taxes	46,600	21,331
Other long-term assets	34,980	32,436
	384,225	356,412
	$ 5,026,904	$ 4,804,709
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 1,873,706	$ 1,870,668
Accrued expenses and other	319,928	307,633
Income taxes payable	92,155	25,442
Deferred income taxes	98,178	82,152
Total current liabilities	2,383,967	2,285,895
Debt	1,932,000	1,935,618
Other liabilities	255,108	179,996
Stockholders' equity	455,829	403,200
	$ 5,026,904	$ 4,804,709

See Notes to Condensed Consolidated Financial Statements

AUTOZONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in thousands, except per share amounts)

	Twelve Weeks Ended		Thirty-Six Weeks Ended	
	May 3, 2008	May 5, 2007	May 3, 2008	May 5, 2007
Net sales	$ 1,517,293	$ 1,473,671	$ 4,312,192	$ 4,167,097
Cost of sales, including warehouse and delivery expenses	755,287	738,272	2,155,943	2,107,190
Operating, selling, general and administrative expenses	488,972	470,422	1,448,954	1,383,011
Operating profit	273,034	264,977	707,295	676,896
Interest expense, net	25,331	27,115	81,980	81,025
Income before income taxes	247,703	237,862	625,315	595,871
Income taxes	89,065	86,271	227,455	217,374
Net income	$ 158,638	$ 151,591	$ 397,860	$ 378,497
Weighted average shares for basic earnings per share	63,237	69,142	63,764	70,233
Effect of dilutive stock equivalents	555	759	561	747
Adjusted weighted average shares for diluted earnings per share	63,792	69,901	64,325	70,980
Basic earnings per share	$ 2.51	$ 2.19	$ 6.24	$ 5.39
Diluted earnings per share	$ 2.49	$ 2.17	$ 6.19	$ 5.33

See Notes to Condensed Consolidated Financial Statements

AUTOZONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Thirty-Six Weeks Ended	
	May 3, 2008	**May 5, 2007**
Cash flows from operating activities		
Net income	$ 397,860	$ 378,497
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization of property and equipment	116,709	108,606
Amortization of debt origination fees	1,223	1,204
Income tax benefit from exercise of options	(3,576)	(14,491)
Deferred income taxes	19,506	(2,562)
Share-based compensation expense	12,630	12,994
Changes in operating assets and liabilities		
Accounts receivable	(15,089)	27,621
Merchandise inventories	(99,043)	(132,588)
Accounts payable and accrued expenses	(7,219)	(592)
Income taxes payable	70,289	117,805
Other, net	8,177	(12,342)
Net cash provided by operating activities	501,467	484,152
Cash flows from investing activities		
Capital expenditures	(153,516)	(157,760)
Purchase of marketable securities	(28,181)	(88,838)
Proceeds from sale of marketable securities	19,405	76,909
Disposal of capital assets and other, net	683	2,100
Net cash used in investing activities	(161,609)	(167,589)
Cash flows from financing activities		
Net proceeds from commercial paper	35,300	87,100
Repayment of debt	(38,918)	(5,553)
Net proceeds from sale of common stock	14,822	51,569
Purchase of treasury stock	(349,990)	(464,464)
Income tax benefit from exercise of stock options	3,576	14,491
Payments of capital lease obligations	(11,888)	(8,115)
Other, net	2,240	(576)
Net cash used in financing activities	(344,858)	(325,548)
Net decrease in cash and cash equivalents	(5,000)	(8,985)
Cash and cash equivalents at beginning of period	86,654	91,558
Cash and cash equivalents at end of period	$ 81,654	$ 82,573

See Notes to Condensed Consolidated Financial Statements

AUTOZONE, INC.
(Unaudited)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note A- Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and footnotes included in the 2007 Annual Report to Shareholders for AutoZone, Inc. ("AutoZone" or the "Company") for the year ended August 25, 2007.

Operating results for the twelve and thirty-six weeks ended May 3, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending August 30, 2008. Each of the first three quarters of AutoZone's fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter for fiscal 2007 had 16 weeks and for fiscal 2008 will have 17 weeks. Additionally, the Company's business is somewhat seasonal in nature, with the highest sales generally occurring in the spring and summer months of March through August and the lowest sales generally occurring in the winter months of December through February.

Note B- Share-Based Payments

Share-based compensation transactions are accounted for in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123(R) "Share-Based Payment." AutoZone recognizes compensation expense for share-based payments based on the fair value of the awards at the grant date. Share-based payments include stock option grants and the discount on shares sold to employees under share purchase plans.

Total share-based expense (a component of operating, selling, general and administrative expenses) was $4.2 million for the twelve week period ended May 3, 2008 and was $4.2 million for the comparable prior year period. Share-based expense was $12.6 million for the thirty-six week period ending May 3, 2008 and was $13.0 million for the comparable prior year period.

AutoZone grants options to purchase common stock to some of its employees and directors under various plans at prices equal to the market value of the stock on the dates the options are granted. Options have a term of 10 years or 10 years and one day from grant date. Director options generally vest three years from the grant date. Employee options generally vest in equal annual installments on the first, second, third and fourth anniversaries of the grant date. Employees generally have 30 days after their relationship with the Company ends, or one year after death, to exercise all vested options. The fair value of each option grant is separately estimated for each vesting date. The fair value of each option is amortized into compensation expense on a straight-line basis between the grant date for the award and each vesting date. The Company has estimated the fair value of all stock option awards as of the date of the grant by applying the Black-Scholes-Merton multiple-option pricing valuation model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense. The weighted average key assumptions used in determining the fair value of options granted in the thirty-six week periods ended May 3, 2008 and May 5, 2007 are as follows:

	2008	2007
Expected price volatility	27%	26%
Risk-free interest rate	2.0%	4.6%
Weighted average expected lives in years	4.4	3.9
Forfeiture rate	10.0%	10.0%
Dividend yield	0.0%	0.0%

The Company generally issues new shares when options are exercised. A summary of stock option activity since our fiscal year end is as follows:

	Thirty- Six Weeks Ended May 3, 2008		Thirty-Six Weeks Ended May 5, 2007	
	Options	**Weighted Average Exercise Price**	**Options**	**Weighted Average Exercise Price**
Beginning of year outstanding	2,956,765	$ 79.24	3,355,542	$ 70.73
Granted	656,040	115.76	695,298	104.64
Exercised	(203,442)	74.68	(809,198)	67.34
Canceled	(53,395)	93.66	(126,224)	82.26
End of quarter outstanding	3,355,968	$ 86.81	3,115,418	$ 78.71

On December 12, 2007, the Board of Directors amended the 2003 Director Stock Option Plan in connection with the Board's adoption of a Director Compensation Program effective January 1, 2008. The Director Compensation Program allows each non-employee director to choose between two pay options, and the number of stock options a director receives under the Plan now depends on which pay option the director chooses. Prior to the amendment, each non-employee director automatically received a fixed number of stock options.

Note C- Income Taxes

AutoZone adopted Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," ("FIN 48") on August 26, 2007. FIN 48 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. The adoption of FIN 48 resulted in a charge to the beginning balance of retained earnings of $26.9 million at the date of adoption. Including this cumulative effect amount, total unrecognized tax benefits upon adoption were $49.2 million. Of this total, $23.8 million represented unrecognized tax benefits that, if recognized, would reduce the Company's effective tax rate.

The Company accrues interest on unrecognized tax benefits as a component of income tax expense. Penalties, if incurred, would be recognized as a component of income tax expense. Upon adoption of FIN 48, the Company had approximately $16.3 million of such accrued interest and penalties included in accrued liabilities associated with unrecognized tax benefits.

The major jurisdictions where the Company files income tax returns are the United States and Mexico. Generally, returns filed for tax years 2003 through 2007 remain open and subject to examination by the relevant tax authorities. The Company is typically engaged in various tax examinations at any given time, both by U. S. federal and state taxing jurisdictions and Mexican tax authorities. During the twelve weeks ended May 3, 2008, the Company completed certain federal, state and local income tax examinations. As of May 3, 2008, the Company estimates that the amount of unrecognized tax benefits could be reduced by approximately $17.8 million over the next 12 months as a result of tax audit closings, settlements, and the expiration of statutes to examine such returns in various jurisdictions.

Note D- Inventories

Inventories are stated at the lower of cost or market using the last-in, first-out ("LIFO") method. Included in inventory are related purchasing, storage, delivery and handling costs. Due to price deflation on the Company's merchandise purchases, the Company's inventory balances are effectively maintained under the first-in first-out method. The Company's policy is not to write up inventory in excess of replacement cost, resulting in cost of sales being reflected at the higher amount. The cumulative balance of this unrecorded adjustment, which is reduced upon experiencing price inflation on our merchandise purchases, was $229.1 million at May 3, 2008, and $227.9 million at August 25, 2007.

Note E- Pension Plans

The (income) cost components of net periodic benefit income related to our pension plans for all periods presented are as follows:

	Twelve Weeks Ended		Thirty-Six Weeks Ended	
(in thousands)	May 3, 2008	May 5, 2007	May 3, 2008	May 5, 2007
Interest cost	$ 2,299	$ 2,214	$ 6,897	$ 6,642
Expected return on plan assets	(3,008)	(2,387)	(9,024)	(7,161)
Amortization of prior service cost	23	(12)	69	(36)
Amortization of net loss	22	173	66	519
Net periodic benefit income	$ (664)	$ (12)	$ (1,992)	$ (36)

The Company makes contributions in amounts at least equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974. During the thirty-six week period ended May 3, 2008 the Company made $1.3 million in contributions to its funded plan and does not expect any additional funding for the remainder of this fiscal year.

Note F- Long-Term Debt

The Company's long-term debt consisted of the following:

(in thousands)	May 3, 2008	August 25, 2007
Bank Term Loan due December 2009, effective interest rate of 4.40%	$ 300,000	$ 300,000
5.875% Senior Notes due October 2012, effective interest rate of 6.33%	300,000	300,000
5.5% Senior Notes due November 2015, effective interest rate of 4.86%	300,000	300,000
4.75% Senior Notes due November 2010, effective interest rate of 4.17%	200,000	200,000
4.375% Senior Notes due June 2013, effective interest rate of 5.65%	200,000	200,000
6.95% Senior Notes due June 2016, effective interest rate of 7.09%	200,000	200,000
6.5% Senior Notes due July 2008	190,000	190,000
Commercial paper, weighted average interest rate of 3.2% at May 3, 2008, and 6.1% at August 25, 2007	242,000	206,700
Other	—	38,918
	$ 1,932,000	$ 1,935,618

Balances maturing in the next twelve months are classified as long-term in the accompanying condensed consolidated balance sheets as the Company has the ability and intent to refinance them on a long-term basis.

Note G- Stock Repurchase Program

On June 6, 2007, the Board of Directors increased the Company's cumulative share repurchase authorization from $5.4 billion to $5.9 billion. From January 1, 1998 to May 3, 2008, the Company has repurchased a total of 102.2 million shares at an aggregate cost of $5.8 billion, including 2,897,744 shares of our common stock at an aggregate cost of $350.0 million during the thirty-six week period ended May 3, 2008. Considering cumulative repurchases as of May 3, 2008, the Company has $108.3 million remaining under the Board's authorization to repurchase its common stock.

Note H- Comprehensive Income

Comprehensive income includes foreign currency translation adjustments; the impact from certain derivative financial instruments designated and effective as cash flow hedges, including changes in fair value, as applicable; the reclassification of gains and/or losses from accumulated other comprehensive loss to net income to offset the earnings impact of the underlying items being hedged; and changes in the fair value of certain investments classified as available for sale. Comprehensive income for all periods presented is as follows:

	Twelve Weeks Ended		Thirty- Six Weeks Ended	
(in thousands)	May 3, 2008	May 5, 2007	May 3, 2008	May 5, 2007
Net income, as reported	$ 158,638	$ 151,591	$ 397,860	$ 378,497
Foreign currency translation adjustment	4,945	(359)	7,433	(631)
Net impact from derivative instruments	1,778	(1,447)	(7,156)	(2,731)
Unrealized gains (losses) from marketable securities	(288)	69	387	102
Comprehensive income	$ 165,073	$ 149,854	$ 398,524	$ 375,237

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
AutoZone, Inc.

We have reviewed the condensed consolidated balance sheet of AutoZone, Inc. as of May 3, 2008, the related condensed consolidated statements of income for the twelve and thirty-six week periods ended May 3, 2008 and May 5, 2007, and the condensed consolidated statements of cash flows for the thirty-six week periods ended May 3, 2008 and May 5, 2007. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of AutoZone, Inc. as of August 25, 2007, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended, not presented herein, and, in our report dated October 19, 2007, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of August 25, 2007 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Memphis, Tennessee
June 10, 2008

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

We are the nation's leading specialty retailer and a leading distributor of automotive parts and accessories. As of May 3, 2008, we operated 4,162 stores including 130 stores in Mexico, compared with 3,991 stores including 110 stores in Mexico at May 5, 2007. Each of our stores carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories and non-automotive products. In many of our stores we also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers and service stations. We also sell the ALLDATA brand diagnostic and repair software. On the web, we sell diagnostic and repair information and automotive hard parts, maintenance items, accessories and non-automotive products through www.autozone.com. We do not derive revenue from automotive repair or installation.

Operating results for the twelve and thirty-six weeks ended May 3, 2008, are not necessarily indicative of the results that may be expected for the fiscal year ending August 30, 2008. Each of the first three quarters of our fiscal year consists of 12 weeks, and the fourth quarter consists of 16 or 17 weeks. The fourth quarter for fiscal 2007 had 16 weeks and for fiscal 2008 will have 17 weeks. Additionally, our business is somewhat seasonal in nature, with the highest sales generally occurring in the spring and summer months of March through August and the lowest sales generally occurring in the winter months of December through February.

Executive Summary

Our operating income for the thirty-six weeks ended May 3, 2008 increased 4.5% over the comparable prior year period. We completed the quarter with solid growth trends in our commercial business and slight deceleration in our retail sales. We gained traction in our key initiatives, which are focused on improving our "in-store" customer shopping experience, increasing our AutoZoner training efforts and accelerating commercial growth strategies. We believe the challenging macro environment, including increases in gas prices, the credit crisis and higher unemployment, has impacted our customers. Based on the current macro environment, we continue to communicate to our customers our extensive product categories that are focused on improving gas mileage and saving money by performing maintenance on their vehicles.

We believe the two statistics that have the closest correlation to our market growth are miles driven and the number of seven year old or older vehicles on the road. Miles driven declined for calendar year 2007 and have deteriorated further during calendar year 2008. We believe higher gas prices have contributed to these trends. Conversely, the number of older vehicles (seven years old or older) on the road has been increasing. We currently do not believe the combined impact of these trends to be material to our business.

Twelve Weeks Ended May 3, 2008,
Compared with Twelve Weeks Ended May 5, 2007

Net sales for the twelve weeks ended May 3, 2008, increased $43.6 million to $1.517 billion, or 3.0% over net sales of $1.474 billion for the comparable prior year period. Domestic same store sales (sales for stores opened at least one year) decreased 0.3%. Domestic retail sales increased 1.5%, domestic commercial sales increased 6.3%, and combined sales from our ALLDATA and Mexico operations increased 19.2%.

Gross profit for the twelve weeks ended May 3, 2008, was $762.0 million, or 50.2% of net sales, compared with $735.4 million, or 49.9% of net sales, during the comparable prior year period. The improvement in gross margin was primarily due to ongoing category management efforts and supply chain efficiencies, which were partially offset by higher shrink expense.

Operating, selling, general and administrative expenses for the twelve weeks ended May 3, 2008, were $489.0 million, or 32.2% of net sales, compared with $470.4 million, or 31.9% of net sales, during the comparable prior year period. The increase in operating expenses, as a percentage of sales, was primarily due to higher occupancy costs.

Interest expense, net for the twelve weeks ended May 3, 2008, was $25.3 million compared with $27.1 million during the comparable prior year period. This decrease was primarily due to lower average borrowing rates over the comparable prior year period. Average borrowings for the twelve weeks ended May 3, 2008, were $2.020 billion, compared with $1.944 billion for the comparable prior year period. Weighted average borrowing rates were 5.0% at May 3, 2008, and 5.7% at May 5, 2007.

Our effective income tax rate was 36.0% of pretax income for the twelve weeks ended May 3, 2008, and 36.3% for the comparable prior year period. The Company's third quarter effective tax rate reflects the favorable resolution of certain tax matters with federal, state and local tax authorities. The actual annual rate for fiscal 2008 will depend on a number of factors, including the amount and source of operating income and the timing and nature of discrete income tax events.

Net income for the twelve week period ended May 3, 2008, increased by $7.0 million to $158.6 million, and diluted earnings per share increased by 14.7% to $2.49 from $2.17 in the comparable prior year period. The impact on current quarter diluted earnings per share from the stock repurchases since the end of the comparable prior year period was an increase of $0.12.

Thirty-Six Weeks Ended May 3, 2008,
Compared with Thirty-Six Weeks Ended May 5, 2007

Net sales for the thirty-six weeks ended May 3, 2008, increased $145.1 million to $4.312 billion, or 3.5% over net sales of $4.167 billion for the comparable prior year period. This increase in sales was primarily driven by sales from new stores, as domestic comparable store sales (sales for domestic stores opened at least one year) increased 0.2%. Domestic retail sales increased 2.3%, domestic commercial sales increased 4.7%, and combined sales from our ALLDATA and Mexico operations increased 19.6%.

Gross profit for the thirty-six weeks ended May 3, 2008, was $2.156 billion, or 50.0% of net sales, compared with $2.060 billion, or 49.4% of net sales, during the comparable prior year period. Gross profit as a percentage of sales was favorable primarily due to our ongoing category management efforts, which were partially offset by higher shrink expense.

Operating, selling, general and administrative expenses for the thirty-six weeks ended May 3, 2008, was $1.449 billion, or 33.6% of net sales, compared with $1.383 billion, or 33.2% of net sales, during the comparable prior year period. The increase in operating expenses, as a percentage of sales, was primarily due to higher occupancy costs.

Interest expense, net for the thirty-six weeks ended May 3, 2008, was $82.0 million compared with $81.0 million during the comparable prior year period. This increase was primarily due to higher average borrowing levels. Average borrowings for the thirty-six weeks ended May 3, 2008, were $2.070 billion, compared with $1.944 billion for the comparable prior year period. Weighted average borrowing rates were 5.3% at May 3, 2008, and 5.7% at May 5, 2007.

Our effective income tax rate was 36.4% of pretax income for the thirty-six weeks ended May 3, 2008, and 36.5% for the comparable prior year period. The Company's effective tax rate for the thirty-six weeks ended May 3, 2008 reflects the favorable resolution of certain tax matters with both federal, state and local tax authorities during the third quarter. The actual annual rate for fiscal 2008 will depend on a number of factors, including the amount and source of operating income and the timing and nature of discrete income tax events.

Net income for the thirty-six weeks ended May 3, 2008, increased by $19.4 million to $397.9 million, and diluted earnings per share increased by 16.0% to $6.19 from $5.33 in the comparable prior year period. The impact on current year diluted earnings per share from the stock repurchases since the end of the comparable prior year period was an increase of $0.18.

Liquidity and Capital Resources

The primary source of our liquidity is our cash flows realized through the sale of automotive parts and accessories. For the thirty-six weeks ended May 3, 2008, our net cash flows from operating activities provided $501.5 million as compared with $484.2 million during the comparable prior year period. The increase was primarily due to growth in net income and improvements in our accounts payable to inventory ratio as our vendors continue to finance a large portion of our inventory purchases. Our accounts payable to inventory ratio was 89% at May 3, 2008 and 85% at May 5, 2007. Partially offsetting this improvement was the current year increase in accounts receivables.

Our net cash flows from investing activities for the thirty-six weeks ended May 3, 2008, used $161.6 million as compared with $167.6 million used in the comparable prior year period. Capital expenditures for the thirty-six weeks ended May 3, 2008, were $153.5 million compared to $157.8 million for the comparable prior year period. During this thirty-six week period, we opened 106 stores, including seven new stores in Mexico. In the comparable prior year period, we opened 120 stores, including three stores that were closed as a result of hurricane damage in the prior year, and ten in Mexico. We expect to invest in our business consistently with historical rates during fiscal 2008, primarily related to our new store development program, enhancements to existing stores and the construction of our new distribution center in Pennsylvania. Investing cash flows were also impacted by our wholly-owned insurance captive, which purchased $28.2 million in marketable securities and sold $19.4 million in marketable securities during the thirty-six weeks ended May 3, 2008. During the comparable prior year period, this captive purchased $88.8 million in marketable securities and sold $76.9 million in marketable securities.

Our net cash flows from financing activities for the thirty-six weeks ended May 3, 2008, used $344.9 million compared to $325.5 million used in the comparable prior year period. Net proceeds from commercial paper borrowings were $35.3 million versus $87.1 million in the comparable prior year period. Repayment of debt was $38.9 million as compared to $5.6 million in the comparable prior year period. Stock repurchases were $350.0 million in the current thirty-six week period as compared with $464.5 million in the comparable prior year period. For the thirty-six weeks ended May 3, 2008, proceeds from the sale of common stock and exercises of stock options provided $18.4 million, including $3.6 million in related tax benefits. In the comparable prior year period, proceeds from the sale of common stock and exercises of stock options provided $66.1 million, including $14.5 million in related tax benefits.

Depending on the timing and magnitude of our future investments (either in the form of leased or purchased properties or acquisitions), we anticipate that we will rely primarily on internally generated funds and available borrowing capacity to support a majority of our capital expenditures, working capital requirements and stock repurchases. The balance may be funded through new borrowings. We anticipate that we will be able to obtain such financing in view of our credit ratings and favorable experiences in the debt markets in the past.

Credit Ratings

At May 3, 2008, AutoZone had a senior unsecured debt credit rating from Standard & Poor's of BBB+ and a commercial paper rating of A-2. Moody's Investors Service had assigned us a senior unsecured debt credit rating of Baa2 and a commercial paper rating of P-2. On December 5, 2007, Standard & Poor's revised the credit outlook for AutoZone to "negative" from "stable". If our credit ratings drop, our interest expense may increase; similarly, we anticipate that our interest expense may decrease if our credit ratings are raised. If our commercial paper ratings drop below current levels, we may have difficulty continuing to utilize the commercial paper market and our interest expense could increase, as we could then be required to access more expensive bank lines of credit. If our senior unsecured debt ratings drop below investment grade, our access to financing may become more limited.

Debt Facilities

We maintain $1.0 billion of revolving credit facilities with a group of banks to primarily support commercial paper borrowings, letters of credit and other short-term unsecured bank loans. These facilities, which expire in May 2010, may be increased to $1.3 billion at AutoZone's election, subject to credit availability, allow up to $200 million in letters of credit, and allow up to $100 million in capital leases. As the available balance is reduced by commercial paper borrowings and certain outstanding letters of credit, the Company had $615.5 million in available capacity under these facilities at May 3, 2008. The rate of interest payable under the credit facilities is a function of Bank of America's base rate or a Eurodollar rate (each as defined in the facility agreements), or a combination thereof.

Our borrowings under our Senior Notes arrangements contain minimal covenants, primarily restrictions on liens. Under our other borrowing arrangements, covenants include limitations on total indebtedness, restrictions on liens, a minimum fixed charge coverage ratio and a provision where repayment obligations may be accelerated if AutoZone experiences a change in control (as defined in the agreements). All of the repayment obligations under our borrowing arrangements may be accelerated and come due prior to the scheduled payment date if covenants are breached or an event of default occurs. As of May 3, 2008, we were in compliance with all covenants and expect to remain in compliance with all covenants.

Stock Repurchases

On June 6, 2007, the Board of Directors increased the Company's cumulative share repurchase authorization from $5.4 billion to $5.9 billion. From January 1, 1998 to May 3, 2008, we have repurchased a total of 102.2 million shares at an aggregate cost of $5.8 billion, including 2,897,744 shares of our common stock at an aggregate cost of $350.0 million during the thirty-six week period ended May 3, 2008. Considering cumulative repurchases as of May 3, 2008, the Company has $108.3 million remaining under the Board's authorization to repurchase our common stock.

Off-Balance Sheet Arrangements

In conjunction with our commercial sales program, we offer credit to some of our commercial customers. Certain of the receivables related to the credit program are sold to a third party at a discount for cash with limited recourse. We have established a reserve for this recourse. At May 3, 2008, the receivables facility had an outstanding balance of $55.0 million and the balance of the recourse reserve was approximately $1.3 million.

Since fiscal year end, we have cancelled, issued new and modified existing stand-by letters of credit that are primarily renewed on an annual basis to cover premium and deductible payments to our workers' compensation carrier. Our total standby letters of credit commitment at May 3, 2008, was $113.5 million compared with $113.3 million at August 25, 2007, and our total surety bonds commitment at May 3, 2008, was $14.2 million compared with $11.3 million at August 25, 2007.

Critical Accounting Policies

In our first quarter 2008 filing on form 10-Q, we made the following change to our critical accounting policies from those disclosed in Part II, Item 7, of our Annual Report on Form 10-K for the fiscal year ended August 25, 2007.

As discussed in "Note C — Income Taxes" to the accompanying unaudited condensed consolidated financial statements, AutoZone adopted FIN 48, "Accounting for Uncertainty in Income Taxes," on August 26, 2007. The adoption of FIN 48 resulted in a charge to the beginning balance of retained earnings of $26.9 million at the date of adoption. We previously accounted for such contingent liabilities in accordance with SFAS No. 5, "Accounting for Contingencies" ("SFAS 5"). Under FIN 48, we recognize tax benefits only for income tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement with the taxing authority. Unrecognized tax benefits are tax benefits claimed in our returns or expected to be claimed in our returns that do not meet these recognition and/or the measurement standards. We classify interest and penalties, if applicable, related to income tax liabilities as a component of income tax expense.

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q are forward-looking statements. Forward-looking statements typically use words such as “believe,” “anticipate,” “should,” “intend,” “plan,” “will,” “expect,” “estimate,” “project,” “positioned,” “strategy” and similar expressions. These are based on assumptions and assessments made by our management in light of experience and perception of historical trends, current conditions, expected future developments and other factors that we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation, competition; product demand; the economy; credit markets; the ability to hire and retain qualified employees; consumer debt levels; inflation; weather; raw material costs of our suppliers; energy prices; war and the prospect of war, including terrorist activity; availability of commercial transportation; construction delays; access to available and feasible financing; and changes in laws or regulations. Forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ from those contemplated by such forward-looking statements, and such events could materially and adversely affect our business. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may materially differ from anticipated results. Please refer to the Risk Factors section contained in our Annual Report on Form 10-K for the fiscal year ended August 25, 2007, for more information related to those risks.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At May 3, 2008, the only material changes to our instruments and positions that are sensitive to market risk since the disclosures in our 2007 Annual Report to Shareholders were the $35.3 million net increase in commercial paper and the purchase of $28.2 million in marketable securities, partially offset by the sale of $19.4 million in short-term investments, to support the self-insurance reserves in our wholly-owned insurance captive.

The fair value of our debt was estimated at $1.918 billion as of May 3, 2008, and $1.928 billion as of August 25, 2007, based on the quoted market prices for the same or similar debt issues or on the current rates available to AutoZone for debt of the same remaining maturities. Such fair value is less than the carrying value of debt by $14.5 million at May 3, 2008, and less than the carrying value of debt by $7.6 million at August 25, 2007. Considering the effect of any interest rate swaps designated and effective as cash flow hedges, we had $242.0 million of variable rate debt outstanding at May 3, 2008, and $245.6 million of variable rate debt outstanding at August 25, 2007. At these borrowing levels for variable rate debt, a one percentage point increase in interest rates would have had an unfavorable annual impact on our pre-tax earnings and cash flows of $2.4 million in fiscal 2008 and $1.6 million in fiscal 2007, which includes the effects of interest rate swaps. The primary interest rate exposure on variable rate debt is based on LIBOR. Considering the effect of any interest rate swaps designated and effective as cash flow hedges, we had outstanding fixed rate debt of $1.690 billion at May 3, 2008, and August 25, 2007. A one percentage point increase in interest rates would reduce the fair value of our fixed rate debt by $53.8 million at May 3, 2008 and $60.8 million at August 25, 2007.

Item 4. Controls and Procedures.

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of May 3, 2008. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of May 3, 2008. During or subsequent to the quarter ended May 3, 2008, there were no changes in our internal controls that have materially affected or are reasonably likely to materially affect, internal controls over financial reporting.

Item 4T. Controls and Procedures.

Not applicable.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

As of the date of this filing, there have been no additional material legal proceedings or material developments in the legal proceedings disclosed in Part I, Item 3, of our Annual Report on Form 10-K for the fiscal year ended August 25, 2007.

Item 1A. Risk Factors.

As of the date of this filing, there have been no material changes in our risk factors from those disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended August 25, 2007.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

The following exhibits are filed as part of this report:

3.1 Restated Articles of Incorporation of AutoZone, Inc. incorporated by reference to Exhibit 3.1 to the Form 10-Q for the quarter ended February 13, 1999.

3.2 Fourth Amended and Restated By-laws of AutoZone, Inc. Incorporated by reference to Exhibit 99.2 to the Form 8-K dated September 28, 2007.

10.1 Form of non-compete and non-solicitation agreement signed by each of the following officers: Rebecca W. Ballou, Dan Barzel, Craig Blackwell, Brian L. Campbell, Philip B. Daniele, III, Wm. David Gilmore, James C. Griffith, Rodney Halsell, Diana H. Hull, Jeffery Lagges, Grantland E. McGee, Jr., Mitchell Major, Ann A. Morgan, J. Scott Murphy, Jeffrey H. Nix, Raymond A. Pohlman, Elizabeth Rabun, Joe L. Sellers, Jr., Brett Shanaman and Solomon Woldeslassie.

12.1 Computation of Ratio of Earnings to Fixed Charges.

15.1 Letter Regarding Unaudited Interim Financial Statements.

31.1 Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AUTOZONE, INC.

By: /s/ WILLIAM T. GILES
William T. Giles
Chief Financial Officer, Executive Vice President,
Finance, Information Technology and
Store Development
(Principal Financial Officer)

By: /s/ CHARLIE PLEAS, III
Charlie Pleas, III
Senior Vice President, Controller
(Principal Accounting Officer)

Dated: June 12, 2008

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Exhibit 10.1

FORM OF AGREEMENT

This Agreement is made this ________ day of ___________, 200_, by and between AutoZone, Inc. ("AutoZone") and ___________ ("Officer").

1. **Employment.** Officer is employed by a subsidiary of AutoZone. Officer acknowledges that his employment is at will.

2. **Severance.** In the event that Officer's employment is terminated by AutoZone without Cause (defined below), and provided that at that time, Officer executes a release of all claims against AutoZone accrued as of the date of such release in a form acceptable to AutoZone and such release has become irrevocable, Officer will be entitled to the severance benefits set forth in Exhibit A to this Agreement (the "Enhanced Severance"). Officer acknowledges that the Enhanced Severance benefits are greater than those to which he would be entitled under AutoZone's standard severance policy, and that he is not eligible for severance under AutoZone's standard severance policy. Officer (or his estate) will not be entitled to the Enhanced Severance in the event of (i) his termination for Cause (defined below); (ii) his voluntary resignation, including retirement; (iii) his death; or (iv) a determination by AutoZone that he is "totally disabled," as that term is defined in AutoZone's long term disability plan.

3. **Covenants.** In consideration of Officer's employment or continued employment, and the Enhanced Severance benefits provided herein, Officer and AutoZone hereby agree as follows:

(a) **Non-Competition.** Officer acknowledges that because of his skills, Officer's position with AutoZone, and the customer relationships and/or confidential information to which Officer shall have access on account of such employment with AutoZone, competition by Officer with AutoZone would damage AutoZone in a manner which could not be adequately compensated by damages or an action at law. In view of such circumstances, Officer agrees that, during his employment with AutoZone and for a period of one (1) year thereafter (the "Non-Compete Term"), Officer shall not, directly or indirectly, own, manage, operate, control, be employed by, consult for, participate in or be connected in any manner with the ownership, management, operation or control of any business that derives revenues from the retail, wholesale, or commercial sale, manufacture, or distribution of aftermarket automobile parts and accessories, motor oil or related chemicals in any state, province, territory or foreign country in which AutoZone operates during the Non-Compete Term, including, but not limited to, Advance Auto Parts, Inc., CSK Auto, Inc. (Checkers/Schucks/Kragen), General Parts, Inc. (CARQUEST Auto Parts), Genuine Parts Corporation (NAPA), O'Reilly Automotive, Inc., The Pep Boys – Manny, Moe & Jack, and Wal-Mart Stores, Inc. Nothing in this Subsection 3(a) shall preclude Officer from accepting employment with a company that derives less than five percent (5%) of its annual gross revenues from the retail, wholesale or commercial sale, manufacture or distribution of aftermarket automobile parts and accessories, motor oil or related chemicals (other than those companies specifically listed above), provided that Officer does not provide advice and consultation to such company concerning the retail, wholesale or commercial sale, manufacture or distribution of aftermarket automobile parts and accessories, motor oil or related chemicals.

(b) **Non-Solicitation.** Officer further agrees that, during Officer's employment with AutoZone, and for a period of one (1) year thereafter, Officer shall not, directly or indirectly, whether on his own behalf or on behalf of a third party, solicit, divert, influence, or attempt to divert or influence any customer of AutoZone or seek to cause any customer of AutoZone to refrain from doing business with or patronizing AutoZone. Officer also agrees that, during Officer's employment with AutoZone, and for a period of one (1) year thereafter, he shall not, directly or indirectly, whether on his own behalf or on behalf of a third party, solicit or attempt to solicit the employees of AutoZone or seek to cause them to resign their employment with AutoZone.

(c) **Confidentiality.** Officer acknowledges that he possesses and will continue to possess information which has been created, discovered or developed by AutoZone in the conduct of its business that is valuable, special and unique to AutoZone and not generally known by third parties, including but not limited to, its methods of operations, its lists of customers and employees, its pricing lists, its pricing and purchasing strategies, and other information Officer has reason to know AutoZone would like to treat as confidential. Unless previously authorized in writing by AutoZone, Officer will not, at any time, disclose to others, or use, or allow anyone else to disclose or use, any confidential information except as may be necessary in the performance of Officer's employment with AutoZone.

4. **Reasonable Limitations.** Given the nature of the position Officer holds with AutoZone, the nature of AutoZone's business, and the sensitive nature of the information and duties Officer will have with AutoZone, the parties acknowledge that the limitations provided for herein, including but not limited to, the scope of activities prohibited, the geographic area covered, and the time limitations, are reasonable and have been specifically negotiated by sophisticated commercial parties.

5. **Remedies for Breach.** In the event of an actual or threatened breach by Officer of any of the covenants of this Agreement, AutoZone, in addition to any other rights and remedies existing in its favor, shall be entitled to obtain, without the necessity for any bond or other security, specific performance and/or injunctive relief in order to enforce or prevent the breach of any of the covenants of this Agreement. Further, if Officer violates any of the covenants of this Agreement, his entitlement to the severance benefits set forth on Exhibit A shall immediately cease, and the term and covenant violated shall be automatically extended to a like period of time from the date on which Officer ceases such violation or from the date of the entry by a court of competent jurisdiction of an order or judgment enforcing such covenants, whichever period is later. In the event Officer is found by a court of competent jurisdiction to be in breach of any of the covenants of this Agreement, AutoZone shall be entitled to its costs and reasonable attorney's fees associated with enforcing such covenant or covenants.

6. **Reaffirmation of Scope or Duration.** The parties hereto intend that this Agreement be enforced as written. However, if any provision, or any part thereof, is held to be unenforceable because of the duration of such provision or the area covered thereby, the parties hereto agree that the court making such determination shall have the power to reduce the duration and/or area of such provision and/or delete specific words or phrases and in its reduced or revised form, such provision shall then be enforceable and shall be enforced.

7. **Definition of Cause.** For purposes of this Agreement, "Cause" shall be defined as the willful engagement in conduct which is demonstrably or materially injurious to AutoZone, monetarily or otherwise; provided, however, no act or failure to act will be considered "willful" unless done, or omitted to be done, by Officer not in good faith and without reasonable belief that his action or omission was in the best interest of AutoZone.

8. **Compliance with Section 409A.** For purposes of this Agreement and the Enhanced Severance described in Exhibit A, in the event that Officer is terminated by AutoZone without Cause, AutoZone and Officer reasonably anticipate that Officer will either (i) perform no further services for AutoZone, whether as an employee, independent contractor, or otherwise, after the effective date of such termination, or (ii) after the effective date of such termination, permanently decrease the level of services performed by Officer for AutoZone to no more than twenty percent (20%) of the average level of services performed for AutoZone in any capacity, whether as an employee, independent contractor or otherwise, over the immediately preceding 36-month period (or the full period of services if Officer has been providing services to AutoZone for less than thirty-six (36) months).

9. **Governing Law.** This Agreement shall be construed in accordance with and governed by the laws of the state of Tennessee, without regard to its choice of law provisions. Officer agrees that the exclusive venue for any disputes arising out of or related to this Agreement shall be the state or federal courts located in Memphis, Tennessee.

10. **Entire Agreement; Amendment.** This Agreement, with Exhibit A, contains the entire agreement of the parties and supersedes any prior understandings and agreements between them respecting the subject matter of this Agreement. It may not be changed orally, but only by agreement in writing signed by the parties hereto.

11. **Waiver of Breach; Severability.** The waiver by AutoZone of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach. In the event any provision of this Agreement is found to be invalid or unenforceable, it may be severed from the Agreement and the remaining provisions of the Agreement shall continue to be binding and effective.

12. **Non-Assignability.** This Agreement and the benefits hereunder are personal to AutoZone and are not assignable or transferable by Officer, nor may the services to be performed hereunder be assigned by AutoZone to any person, firm or corporation, except a parent or affiliate of AutoZone; provided, however, that this Agreement and the benefits hereunder may be assigned by AutoZone to any person, firm or corporation acquiring all or substantially all of the assets of AutoZone or its subsidiary or to any corporation or other entity into which AutoZone or its subsidiary may be merged or consolidated and this Agreement and the benefits hereunder will be deemed automatically assigned to any such corporation or entity.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year first stated above.

OFFICER

____

AUTOZONE, INC.

By: ______________________________
Its: ______________________________
By: ______________________________
Its: ______________________________

EXHIBIT A
To Agreement dated __________
Between AutoZone, Inc.
and __________ ("the Agreement")

1. General.

The benefits afforded to Officer hereunder will be in lieu of benefits under any other plan, program or agreement, including without limitation, AutoZone's standard severance policy.

2. Commencement of Benefits.

Enhanced Severance benefits will commence as of the date of termination of employment unless Officer is deemed by AutoZone to be or have been a "specified employee" within the meaning of Internal Revenue Code Section 409A at any relevant time, in which case payment of all or a portion of the Enhanced Severance benefits will be delayed until the date that is at least six months and one day after the date of Officer's termination. All amounts that would otherwise have been paid during such six-month period shall instead be paid in a lump sum on the first pay day following such six-month period.

Except as otherwise provided in the Agreement, all compensation and benefits end upon termination of employment.

3. Severance Payments.

Periodic severance will be paid to Officer in accordance with AutoZone's Enhanced Severance Policy (the "Policy") in effect as of the date of execution of this Agreement, as applicable to Officer's position at the time of termination of employment. The Policy is hereby incorporated by reference into the Agreement, and a copy of the Policy has been provided to Officer.

Pursuant to the Policy, Officer will receive the periodic severance paid bi-weekly in the same amount and manner as Officer's base salary prior to termination for the following time periods ("Severance Period"):

Years of Service	Duration of Periodic Severance
0-2	6 months
2-5	9 months
5+	12 months

4. Medical, Vision and Dental Benefits.

Medical, vision and dental insurance coverage may be continued during the Severance Period, up to a maximum of 18 months, if Officer makes a COBRA election. The cost to Officer for this coverage during the Severance Period will be the same as he was paying immediately prior to termination, subject to increases affecting plan participants generally. AutoZone will pay the difference between Officer's cost and the amount of the COBRA premiums during the Severance Period. After the Severance Period ends, COBRA premium payments, if any, will be the sole responsibility of Officer.

5. Stock Options.

The terms of the applicable Stock Option Agreements govern treatment of stock options upon termination of employment. Stock Option Agreements generally provide that options remain exercisable for 30 days from the date of termination without Cause, and that stock options that are unvested as of the termination date will be forfeited.

6. Bonus Incentives.

A lump-sum, prorated share of any bonus incentives earned during the period prior to Officer's termination will be paid to Officer when incentives are paid generally to similarly-situated employees. Eligibility for additional bonuses ceases upon termination. See individual plan documentation for detailed information about eligibility and when incentives are earned.

7. Other Benefits.

An appropriate level of outplacement services, as determined by AutoZone in its discretion, will be provided to Officer based on his individual circumstances.

Some optional life and disability insurance policies may have portability features which allow Officer to continue the coverage at Officer's cost.

8. Internal Revenue Code Section 409A.

To the extent applicable, this Program shall be interpreted in accordance with Internal Revenue Code Section 409A. AutoZone may, in its sole discretion, take any actions it deems necessary or appropriate, including without limitation, amendment or termination of this Program, to (a) exempt these payments and benefits from the application of Code Section 409A, or (b) comply with the requirements of Code Section 409A.

9. Amendments and Administration.

AutoZone reserves the right to terminate, suspend, withdraw, amend or modify the benefits contained in the Policy, but any such action will not affect the benefits for Officer under the Agreement. The plan administrator has sole authority to interpret the provisions of the Policy and otherwise construe AutoZone's intent in case of any dispute.

Exhibit 12.1

Computation of Ratio of Earnings to Fixed Charges
(unaudited)
(in thousands, except ratios)

	Thirty-Six Weeks Ended May 3, 2008	Thirty-Six Weeks Ended May 5, 2007
Earnings		
Income before income taxes	$ 625,315	$ 595,871
Fixed charges	121,098	114,238
Less: Capitalized interest	(2,225)	(961)
Adjusted earnings	$ 744,188	$ 709,148
Fixed charges		
Gross interest expense	$ 85,305	$ 82,662
Amortization of debt expense	1,223	1,204
Interest portion of rent expense	34,074	30,366
Total fixed charges	$ 120,602	$ 114,232
Ratio of earnings to fixed charges	6.2	6.2

	Fiscal Year Ended August				
	2007 (52 weeks)	2006 (52 weeks)	2005 (52 weeks)	2004 (52 weeks)	2003 (52 weeks)
Earnings					
Income before income taxes	$ 936,150	$ 902,036	$ 873,221	$ 905,902	$ 833,007
Fixed charges	170,852	156,976	144,930	130,278	121,129
Less: Capitalized interest	(1,376)	(1,985)	(1,079)	(813)	(791)
Adjusted earnings	$ 1,105,626	$ 1,057,027	$ 1,017,072	$ 1,035,367	$ 953,345
Fixed charges					
Gross interest expense	$ 121,592	$ 110,568	$ 102,341	$ 89,600	$ 79,301
Amortization of debt expense	1,719	1,559	2,343	4,230	7,334
Interest portion of rent expense	47,541	44,849	40,246	36,448	34,494
Total fixed charges	$ 170,852	$ 156,976	$ 144,930	$ 130,278	$ 121,129
Ratio of earnings to fixed charges	6.5	6.7	7.0	7.9	7.9

Exhibit 15.1

The Board of Directors and Stockholders
AutoZone, Inc.

We are aware of the incorporation by reference in the following Registration Statements of AutoZone, Inc. and in the related Prospectuses of our report dated June 10, 2008, related to the unaudited condensed consolidated financial statements of AutoZone, Inc. that are included in its Form 10-Q for the quarter ended May 3, 2008:

Registration Statement (Form S-8 No. 333-19561) pertaining to the AutoZone, Inc. 1996 Stock Option Plan

Registration Statement (Form S-8 No. 333-42797) pertaining to the AutoZone, Inc. Amended and Restated Employee Stock Purchase Plan

Registration Statement (Form S-8 No. 333-48981) pertaining to the AutoZone, Inc. 1998 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-48979) pertaining to the AutoZone, Inc. 1998 Director Compensation Plan

Registration Statement (Form S-3 No. 333-58565) pertaining to the registration to sell $200 million of debt securities

Registration Statement (Form S-8 No. 333-88245) pertaining to the AutoZone, Inc. Second Amended and Restated 1996 Stock Option Plan

Registration Statement (Form S-8 No. 333-88243) pertaining to the AutoZone, Inc. Amended and Restated 1998 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-88241) pertaining to the AutoZone, Inc. Amended and Restated Director Compensation Plan

Registration Statement (Form S-8 No. 333-75142) pertaining to the AutoZone, Inc. Third Amended and Restated 1998 Director Stock Option Plan

Registration Statement (Form S-8 No. 333-75140) pertaining to the AutoZone, Inc. Executive Stock Purchase Plan

Registration Statement (Form S-3 No. 333-83436) pertaining to a shelf registration to sell 15,000,000 shares of common stock owned by certain selling stockholders

Registration Statement (Form S-3 No. 333-100205) pertaining to a registration to sell $500 million of debt securities

Registration Statement (Form S-8 No. 333-103665) pertaining to the AutoZone, Inc. 2003 Director Compensation Plan

Registration Statement (Form S-8 No. 333-103666) pertaining to the AutoZone, Inc. 2003 Director Stock Option Plan

Registration Statement (Form S-3 No. 333-107828) pertaining to a registration to sell $500 million of debt securities

Registration Statement (Form S-8 No. 333-139559) pertaining to the AutoZone, Inc. 2006 Stock Option Plan

Registration Statement (Form S-3 No. 333-118308) pertaining to a registration to sell $200 million of debt securities

/s/ Ernst & Young LLP

Memphis, Tennessee
June 10, 2008

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William C. Rhodes, III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AutoZone, Inc. (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

June 12, 2008

/s/ WILLIAM C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William T. Giles, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AutoZone, Inc. (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

June 12, 2008

/s/ WILLIAM T. GILES
William T. Giles
Chief Financial Officer, Executive Vice President,
Finance, Information Technology and
Store Development
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AutoZone, Inc. (the "Company") on Form 10-Q for the period ended May 3, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William C. Rhodes, III, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 12, 2008

/s/ WILLIAM C. RHODES, III
William C. Rhodes, III
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AutoZone, Inc. (the "Company") on Form 10-Q for the period ended May 3, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William T. Giles, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 12, 2008

/s/ WILLIAM T. GILES
William T. Giles
Chief Financial Officer, Executive Vice President,
Finance, Information Technology and
Store Development
(Principal Financial Officer)