FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL
l	OMB Number:	3235-0287
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1	hours per response:	0.5

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

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

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Name and Address of Reporting Person*  Nioto Livic D. Ir.					2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [ AZO ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Nieto Luis P Jr						TOTOLOGIC INO								X Directo	r		10% Ov	/ner	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 09/01/2009								Officer below)	(give title		Other (s below)	pecify	
123 SOUTH FRONT STREET																			
	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable									
(Street)													Line	,	::	D	ti		
MEMPHIS	5 TN	38	8103									X Form filed by One Reporting Person Form filed by More than One Reporting							
(City) (Sta		te) (Z	ip)										Persor	1					
		Table	e I - Non	-Deriv	ative	Seci	urities	Acc	quired, I	Dis	posed o	f, or Ber	neficial	y Owned					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				Execution Date,			3. Transaction Code (Instr. 3, 8)  4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)				4 and Securities Beneficially Owned Followi		Form (D) or	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount (A) or (D)		Price	Reported Transact (Instr. 3	tion(s)		[	Instr. 4)		
		Та										or Bene ole secu		Owned					
						u,	_		•					I	I	. 1		T	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year		4. Transacti Code (Ins 8)				6. Date Exercisal Expiration Date (Month/Day/Year		Amount of		f g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	i S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares						
Stock Appreciation	\$0 <sup>(2)</sup>	09/01/2009			A		127.8		(3)	1	(4)	Common Stock	127.8	\$146.66	685.6		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:

Luis P. Nieto Jr.

09/01/2009

\*\* 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.