FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES IN	N BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL				
	OMB Number:	3235-0287				
l	Estimated average burde	en				
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

1. Name and Address of Reporting Person* <u>GRAVES EARL G JR</u>				2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
													X	Directo	r		10% Ov	vner	
(Last) (First) (Middle) 123 SOUTH FRONT STREET					3. Date of Earliest Transaction (Month/Day/Year) 06/01/2009									Officer below)	(give title		Other (s below)	specify	
				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)														x	Form fi	lod by Onc	Dono	rting Persoi	,
MEMPHIS	5 TN	38	8103											Λ		,		One Repor	
															Person		e man	One Repor	ung
(City)	(Sta	te) (Z	ip)																
		Table	e I - Non-	-Deriva	ative	Secu	uritie	s Acc	quired, D	isp	osed o	f, or Ber	neficia	lly C	Owned				
1. Title of Se	curity (Instr.	3)	2	2. Transa	ction		. Deem		3.			ies Acquire			5. Amour	nt of			7. Nature of
Date (Month/D			ay/Yea	r) ifa	recution Date, any lonth/Day/Year)		Code (Instr. 5)		Of (D) (Inst	r. 3, 4 an	Beneficia		ally (D)			Indirect Beneficial Ownership			
								Code V		Amount	(A) or (D)	or Price		Reported Transacti (Instr. 3 a	tion(s)			(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. Transaction Code (Instr. 8)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		De Se (In	price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
										Т			Amoun	1				1	
													or Number	.					
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	of Shares						
Stock Appreciation Rights ⁽¹⁾	\$0 ⁽²⁾	06/01/2009			A		74.2		(3)		(4)	Common Stock	74.2	\$	151.55	3,069.	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:

Earl G. Graves Jr.

06/01/2009

** 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.