

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* SHEA JAMES (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2009	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/05/2009		M		11,500	A	\$103.44	12,183	D	
Common Stock	03/05/2009		M		1,000	A	\$103.44	13,183	D	
Common Stock	03/05/2009		S		100	D	\$156.14	13,083	D	
Common Stock	03/05/2009		S		100	D	\$156.11	12,983	D	
Common Stock	03/05/2009		S		100	D	\$156.1	12,883	D	
Common Stock	03/05/2009		S		100	D	\$156.07	12,783	D	
Common Stock	03/05/2009		S		100	D	\$156.01	12,683	D	
Common Stock	03/05/2009		S		100	D	\$155.88	12,583	D	
Common Stock	03/05/2009		S		195	D	\$156.33	12,388	D	
Common Stock	03/05/2009		S		200	D	\$156.17	12,188	D	
Common Stock	03/05/2009		S		200	D	\$156.12	11,988	D	
Common Stock	03/05/2009		S		300	D	\$155.93	11,688	D	
Common Stock	03/05/2009		S		300	D	\$155.9	11,388	D	
Common Stock	03/05/2009		S		300	D	\$155.76	11,088	D	
Common Stock	03/05/2009		S		400	D	\$156.22	10,688	D	
Common Stock	03/05/2009		S		400	D	\$155.8	10,288	D	
Common Stock	03/05/2009		S		442	D	\$155.95	9,846	D	
Common Stock	03/05/2009		S		500	D	\$156.32	9,346	D	
Common Stock	03/05/2009		S		600	D	\$155.92	8,746	D	
Common Stock	03/05/2009		S		900	D	\$156.13	7,846	D	
Common Stock	03/05/2009		S		1,000	D	\$155.96	6,846	D	
Common Stock	03/05/2009		S		1,129	D	\$155.89	5,717	D	
Common Stock	03/05/2009		S		1,500	D	\$155.77	4,217	D	
Common Stock	03/05/2009		S		2,534	D	\$155.75	1,683	D	
Common Stock								150	I	By Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table 1. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Derivative Security (Instr. 3 and 4)	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)	
							Date Exercisable	Expiration Date						Title
Incentive Stock Option (Right to Buy) ⁽¹⁾	\$103.44	03/05/2009		M		1,000	(2)	09/26/2016	Common Stock	1,000	\$0	1,000	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$103.44	03/05/2009		M		11,500	(2)	09/27/2016	Common Stock	11,500	\$0	11,500	D	

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 2006 Stock Option Plan.
- Options are exercisable in one-fourth increments on September 26, 2007, 2008, 2009, and 2010, respectively.

Remarks:

James A. Shea

03/05/2009

** 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.