

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

December 17, 2008

Date of Report
(Date of earliest event reported)

AutoZone, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

1-10714
(Commission File Number)

62-1482048
(IRS Employer Identification No.)

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

38103
(Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On December 17, 2008, the Company issued a press release announcing that its Board of Directors has authorized the repurchase of an additional \$500 million of the Company's common stock in connection with its ongoing share repurchase program. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is filed with this Current Report pursuant to Item 8.01:

(d) Exhibits

99.1 Press Release dated December 17, 2008.

SIGNATURES

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

AutoZone, Inc.

By: /s/ HARRY L. GOLDSMITH
Harry L. Goldsmith
Executive Vice President, General Counsel and Secretary

Dated: December 17, 2008

Exhibit Index

99.1 Press release dated December 17, 2008

AutoZone Authorizes Additional Stock Repurchase

MEMPHIS, Tenn., Dec. 17, 2008 (GLOBE NEWSWIRE) -- AutoZone, Inc. (NYSE:AZO), today announced its Board of Directors authorized the repurchase of an additional \$500 million of the Company's common stock in connection with its ongoing share repurchase program. Including the above amount, the share repurchase authorization now totals \$7.4 billion.

"AutoZone's strong financial performance has allowed us to continue to repurchase our stock while maintaining strong credit metrics," said Bill Giles, Executive Vice President, Chief Financial Officer, Information Technology and Store Development. "Although the financial markets remain challenging, we will continue to utilize share repurchases within the bounds of a disciplined capital structure to enhance stockholder returns while maintaining adequate liquidity to execute our financial plans."

About AutoZone:

As of November 22, 2008, AutoZone sells auto and light truck parts, chemicals and accessories through 4,122 AutoZone stores in 48 states, the District of Columbia and Puerto Rico in the U.S. and 150 stores in Mexico.

AutoZone is the leading retailer and a leading distributor of automotive replacement parts and accessories in the United States. Each store 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. Many stores 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. AutoZone also sells the ALLDATA brand diagnostic and repair software. On the web, AutoZone sells diagnostic and repair information, and auto and light truck parts through www.autozone.com. AutoZone does not derive revenue from automotive repair or installation.

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