

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<p><b>1. Name and Address of Reporting Person*</b>  <u>Ulyot Theodore Warren</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>123 SOUTH FRONT STREET</u></p> <hr/> <p>(Street)</p> <p><u>MEMPHIS TN 38103</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b>  <u>AUTOZONE INC [ AZO ]</u></p> <hr/> <p><b>3. Date of Earliest Transaction (Month/Day/Year)</b>  <u>03/01/2009</u></p> <hr/> <p><b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b></p>	<p><b>5. Relationship of Reporting Person(s) to Issuer</b>                  (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner                  Officer (give title below) Other (specify below)</p> <hr/> <p><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person                  Form filed by More than One Reporting Person</p>
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**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				

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights <sup>(1)</sup>	\$0 <sup>(2)</sup>	03/01/2009		A		78.8		(3)	(4)	Common Stock	78.8	\$142.72	896.8	D	

**Explanation of Responses:**

1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.
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:**

Theodore W. Ulyot                      03/01/2009  
 \*\* 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.**