

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* <u>Graves William W</u> (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u> (Street) <u>MEMPHIS TN 38103</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u> | 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) <u>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2008</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 08/05/2008 | | M | | 10,700 | A | \$25.9375 | 11,723 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.2 | 11,623 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.36 | 11,523 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.16 | 11,423 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.45 | 11,323 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.23 | 11,223 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.1 | 11,123 | D | |
| Common Stock | 08/05/2008 | | S | | 100 | D | \$133.01 | 11,023 | D | |
| Common Stock | 08/05/2008 | | S | | 200 | D | \$133.08 | 10,823 | D | |
| Common Stock | 08/05/2008 | | S | | 200 | D | \$133.03 | 10,623 | D | |
| Common Stock | 08/05/2008 | | S | | 200 | D | \$133.15 | 10,423 | D | |
| Common Stock | 08/05/2008 | | S | | 300 | D | \$133.44 | 10,123 | D | |
| Common Stock | 08/05/2008 | | S | | 300 | D | \$133.43 | 9,823 | D | |
| Common Stock | 08/05/2008 | | S | | 300 | D | \$133.3 | 9,523 | D | |
| Common Stock | 08/05/2008 | | S | | 300 | D | \$133.09 | 9,223 | D | |
| Common Stock | 08/05/2008 | | S | | 400 | D | \$133.02 | 8,823 | D | |
| Common Stock | 08/05/2008 | | S | | 1,000 | D | \$133.17 | 7,823 | D | |
| Common Stock | 08/05/2008 | | S | | 3,100 | D | \$133 | 4,723 | D | |
| Common Stock | 08/05/2008 | | S | | 3,700 | D | \$133.18 | 1,023 | D | |

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 |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | \$25.9375 | 08/05/2008 | | M | | | 10,700 | (2) | 11/01/2010 | Common Stock | 10,700 | \$0 | 0 | D | |

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-third increments on October 31, 2003, 2004, and 2005, respectively.

Remarks:

William W. Graves

08/05/2008

** 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.