

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ELSON CHARLES M</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	10/31/2008		M		3,608	A	\$23.0625	9,632	D	
Common Stock	10/31/2008		M		3,000	A	\$85.1	12,632	D	
Common Stock	10/31/2008		M		3,000	A	\$28.0313	15,632	D	
Common Stock	10/31/2008		M		3,000	A	\$90.455	18,632	D	
Common Stock	10/31/2008		M		3,000	A	\$71.175	21,632	D	
Common Stock	10/31/2008		M		3,000	A	\$72.525	24,632	D	
Common Stock	10/31/2008		S		100	D	\$127.27	24,532	D	
Common Stock	10/31/2008		S		100	D	\$127.53	24,432	D	
Common Stock	10/31/2008		S		100	D	\$127.17	24,332	D	
Common Stock	10/31/2008		S		100	D	\$128.18	24,232	D	
Common Stock	10/31/2008		S		100	D	\$127.71	24,132	D	
Common Stock	10/31/2008		S		100	D	\$127.96	24,032	D	
Common Stock	10/31/2008		S		100	D	\$127.95	23,932	D	
Common Stock	10/31/2008		S		100	D	\$128.07	23,832	D	
Common Stock	10/31/2008		S		100	D	\$127.63	23,732	D	
Common Stock	10/31/2008		S		100	D	\$127.69	23,632	D	
Common Stock	10/31/2008		S		100	D	\$127.5	23,532	D	
Common Stock	10/31/2008		S		100	D	\$127.57	23,432	D	
Common Stock	10/31/2008		S		100	D	\$128.58	23,332	D	
Common Stock	10/31/2008		S		100	D	\$127.58	23,232	D	
Common Stock	10/31/2008		S		100	D	\$128.11	23,132	D	
Common Stock	10/31/2008		S		100	D	\$127.31	23,032	D	
Common Stock	10/31/2008		S		100	D	\$127.62	22,932	D	
Common Stock	10/31/2008		S		100	D	\$128.06	22,832	D	
Common Stock	10/31/2008		S		100	D	\$127.89	22,732	D	
Common Stock	10/31/2008		S		100	D	\$127.74	22,632	D	
Common Stock	10/31/2008		S		100	D	\$127.94	22,532	D	
Common Stock	10/31/2008		S		100	D	\$128.19	22,432	D	
Common Stock	10/31/2008		S		100	D	\$128.53	22,332	D	
Common Stock	10/31/2008		S		100	D	\$128.26	22,232	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$23.0625	10/31/2008		M			3,608	08/04/2003	08/04/2010	Common Stock	3,608	\$23.0625	0	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$28.0313	10/31/2008		M			3,000	01/01/2004	01/01/2011	Common Stock	3,000	\$28.0313	0	D	
Non-Qualified Stock Option (right to buy) ⁽²⁾	\$71.175	10/31/2008		M			3,000	01/01/2006	01/01/2013	Common Stock	3,000	\$71.175	0	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$72.525	10/31/2008		M			3,000	01/01/2005	01/01/2012	Common Stock	3,000	\$72.525	0	D	
Non-Qualified Stock Option (right to buy) ⁽²⁾	\$85.1	10/31/2008		M			3,000	01/01/2007	01/01/2014	Common Stock	3,000	\$85.1	0	D	
Non-Qualified Stock Option (right to buy) ⁽²⁾	\$90.455	10/31/2008		M			3,000	01/01/2008	01/01/2015	Common Stock	3,000	\$90.455	0	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.
2. Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.

Remarks:

Multiple Forms submitted.

Charles M. Elson

10/31/2008

** 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.

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