

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. Code		5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date		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		Exercisable Date	Expiration Date						
				(A)	(D)									
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$25	10/31/2008		M		500	03/21/2003	03/21/2010	Common Stock	500	\$25	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) ⁽¹⁾	\$31.9375	10/31/2008		M		1,000	12/31/2002	12/31/2009	Common Stock	1,000	\$31.9375	0	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$31.9375	10/31/2008		M		1,000	01/01/2003	01/01/2010	Common Stock	1,000	\$31.9375	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 Options ⁽¹⁾	\$32.7813	10/31/2008		M		1,000	01/01/2002	01/01/2009	Common Stock	1,000	\$32.7813	0	D	

Explanation of Responses:

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

Remarks:

N. Gerry House

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.

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.