Talking Heads third album, 'Fear Of Music', appeared in August 1979. By titling the album "Fear of Music" and opening it with the African rhythmic experiment "I Zimbra," complete with nonsense lyrics by poet Hugo Ball, Talking Heads made the record seem more of a departure than it was. Though Fear of Music was musically distinct from its predecessors, mostly because of the use of minor keys that gave the music a more ominous sound.

Previously, David Byrne's offbeat observations had been set off by an overtly humorous tone; on Fear of Music, he was still odd, but no longer so funny. At the same time, however, the music had become even more compelling. Worked up from jams (though Byrne received sole songwriter's credit), the music was becoming denser and more driving, notably on the album's standout track, "Life During Wartime," with lyrics that matched the music's power. "This ain't no party," declared Byrne, "this ain't no disco, this ain't no fooling around." The other key song, "Heaven," extended the dismissal Byrne had expressed for the U.S. in "The Big Country" to paradise itself: "Heaven is a place where nothing ever happens." It is also the album's most melodic song.

The british release has two complications: firstly, the catalogue number was changed after only two weeks, which make true originals extremely scarce. Secondly, early copies came with a free single, which coupled the version of 'Psycho Killer' from the Warner Brother Music Show promo-only album with 'New Feeling' from the debut album.

The first single from the album was 'Life During Wartime', which used many of the conventions of funk music to undermine rock's traditional concern with partying at all costs. The follow-up was I zimbra, which used meaningless words and african rhythms to point out the band's future direction. The rest of the album took the sound and spirit of the first two LPs to its logical extremes, and track for track 'Fear Of Music' was as strong as anything the band have recorded, before or since. The simplicity of titles like 'Cities', 'Drugs', 'Air' and 'Electric Guitar' bore no relation to the complexity of Byrne's lyrics, which were as thought-provoking and intelligent as anything that Seventies rock had to offer.

In Britain, record company Sire completed their promotion job on the album with a third single, 'Cities'. Both the 7" and 12" editions have a live version of 'Cities' on the back, while the (limited edition) 12" also features 'Artists Only', another live track from the live Promo LP. Brian Eno had once again co-produced the album.

Tracks:
- I Zimbra
- Mind
- Paper
- Cities
- Life During Wartime
- Memories Can't Wait
- Air
- Heaven
- Animals
- Electric Guitar
- Drugs