SEC 2	Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\Box	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Ullyot Theodore Warren</u>			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) 200 GREENWI	(First) CH AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007	Officer (give title Other (specify below) below)						
(Street) GREENWICH (City)	CT (State)	06830 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X 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									

3. Transaction Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Date Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) (Month/Day/Year) 5) Beneficially (D) or Indirect Beneficial 8) **Owned Following** (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) v Price Code Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(orgi, paro, band, maranto, optiono, contention coounties)														
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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		te Amount of		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				
Stock Appreciation Rights ⁽¹⁾	\$0 ⁽²⁾	03/01/2007		A		167.8		(3)	(4)	Common Stock	167.8	\$125.165	167.8	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. Ullyot

03/01/2007

** 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.