FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL				
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Se	ection 16. Form 4 or Form 5
ob	oligations may continue. See
In	struction 1(h)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HYDE JOSEPH R III (Last) (First) (Middle) 17 WEST PONTOTOC AVENUE #200 (Street) 2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO] 5. Relationship of Rep (Check all applicable) X Director X Officer (give to below) 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/G Line)	title Chairmar Group Filing	ole) ive title Chairman	10% Ov Other (s below)	vner
(Last) (First) (Middle) 17 WEST PONTOTOC AVENUE #200 4. If Amendment, Date of Original Filed (Month/Day/Year) X Director X Officer (give to below) Director Director X Officer (give to below) Director Directo	Chairmar Group Filing	Chairman	Other (s below)	·
(Last) (First) (Middle) 17 WEST PONTOTOC AVENUE #200 4. If Amendment, Date of Original Filed (Month/Day/Year) G. Individual or Joint/G	Chairmar Group Filing	Chairman	below)	specify
17 WEST PONTOTOC AVENUE #200 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/G	Group Filing		L	
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(Street)		nt/Group Filing	(Check App	olicable
V Form filed by	/ Une Rend	d by One Repo	rtina Persor	,
MEMPHIS 30103	'	d by One Repo d by More than	Ü	
Person Person	/ More trial	u by More man	Опе кероі	ung
(City) (State) (Zip)				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3) 2. Transaction 2. Deemed 3. 4. Securities Acquired (A) or 5. Amount of	6. Ov	of 6. Ow	nership	7. Nature of
Date Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) if any Code (Instr. 5)	Form	Form:	Form: Direct	Indirect Beneficial
(Month/Day/Year) 8) Owned Followi	ollowing (l) (In	nstr. 4) C	Ownership	
Code V Amount (A) or Price Transaction(s)	.	n(s)	- '	(Instr. 4)
Code V Amount (A) Or (Instr. 3 and 4)				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned				
(e.g., puts, calls, warrants, options, convertible securities)				
1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Nu	umber of	9. Number of	10.	11. Nature
		derivative Securities	Ownership Form:	of Indirect Beneficial Ownership
(Instr. 3) Price of (Month/Day/Year) 8) Securities Underlying (Instr. 5) Bene	eneficially Direct (Beneficially	Direct (D)	
		Owned Following	or Indirect (Instr. 4)	
´ Diśposed ` ´ Repo	orted	Reported Transaction(s)	(.) (
(Instr. 3, 4 (Inst	(Instr. 4)			
and 5)				
Amount or				
Number				
Code V (A) (D) Date Expiration Date Title Shares				
Stock Appreciation \$0 03/01/2006 A 102.3 (2) (3) Common Stock 102.3 \$97.71 6	6,091.6	6,091.6	D	

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.
- $2. \ Stock \ Appreciation \ Rights \ are \ convertible \ to \ Common \ Stock \ or \ cash \ immediately \ upon \ termination \ as \ a \ director.$
- 3. Stock Appreciation Rights do not expire.

Remarks:

J. R. Hyde III

03/01/2006

** 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.