FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Inglon, D.C. 20549	OMB APPROVAL
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OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

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

1. Name and Address of Reporting Person*  GRAVES EARL G JR									er or Trading		nbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GRAVES EARL G JR													X Directo	r		10% Ov	vner	
(Last)		ate of 1		Trans	action (Mont	h/Day	y/Year)		Officer below)	(give title		Other (s below)	specify					
125 500 TITRONT STREET						Amen	dment C	)ate o	f Original Fil	ed (M	Ionth/Day	6.1	6. Individual or Joint/Group Filing (Check Applicable					
(Street)  MEMPHIS	5 TN	38	3103		14.117	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line					
(City)	(Sta	te) (Z	ip)	,		Person												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					Execution Date,			3. Transaction Code (Instr. 3, 4) 5) 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			ed (A) or tr. 3, 4 and	Beneficia Owned F	es Form ally (D) ( Following (I) (II		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code V	΄ Δ	Amount	(A) or (D)	Price	Reported Transact (Instr. 3	tion(s)			(Instr. 4)
	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)	perivative Conversion Date Execution Date, Transacti security or Exercise (Month/Day/Year) if any Code (Ins					5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	itive ities red sed	6. Date Exe Expiration I (Month/Day				f g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Expiration Date Title Amount or Number of Shares									
Stock Appreciation Rights <sup>(1)</sup>	\$0	09/01/2006			A		110.7		(2)		(3)	Common Stock	110.7	\$90.295	2,165	.3	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:

Earl G. Graves Jr.

09/01/2006

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.