

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer subject to Section 16.  
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)

Hanemann, Thomas S.  
123 South Front Street  
Memphis, TN 38103

2. Issuer Name and Ticker or Trading Symbol

AutoZone, Inc. (AZO)

3. IRS or Social Security Number of Reporting Person (Voluntary)

434-54-4605

4. Statement for Month/Year

January 1997

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [ ] 10% Owner  
[ ] Officer (give title below) [ ] Other (specify below)

7. 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

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect Beneficial Ownership
Common Stock	01/15/97	S	65,100	D \$20.7500	D
Common Stock	01/15/97	M	200,000	A \$0.7925 142,741	D

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
			Code V A D		Exercisable Expiration
Non-Qualified Stock Option (right to buy) (1)	\$29.0000	11/06/96	J (2) V	100,000	(3) 05/01/04
Non-Qualified Stock Option (right to buy) (1)	\$0.7925	01/15/97	M	200,000	01/16/92 01/17/97

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1, 3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares		D I
Non-Qualified Stock Option (right to buy) (1)	01/15/97	Common Stock	200,000	0	D

<FN>  
Explanation of Responses:

(1)  
Non-qualified Stock Option granted in accordance with the AutoZone, Inc., Amended and Restated Stock Option Plan.  
(2)  
Remaining stock options vest and are exercisable in two equal installments on April 30, 1998 and 1999, respectively.

</FN>

SIGNATURE OF REPORTING PERSON

/S/ HARRY L. GOLDSMITH

as Attorney-in-Fact for Thomas S. Hanemann

DATE 2/10/97

POWER OF ATTORNEY

The undersigned hereby authorizes and designates Harry L. Goldsmith as his true and lawful agent and attorney-in-fact to sign on his behalf any and all statements of Form 3, Form 4, and Form 5 under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, with respect to shares of Common Stock, or other equity securities, of AutoZone, Inc. held by the undersigned or with respect to transactions in such shares or other equity securities by the undersigned, and to file on his behalf, any and all such reports with the Securities and Exchange Commission, the New York Stock Exchange and AutoZone, Inc., and hereby ratifies any such action by such agent or attorney-in-fact. This power of attorney shall become effective for so long as the undersigned shall be an officer or director of AutoZone, Inc., unless sooner revoked by the undersigned in writing.

Thomas S. Hanemann

/s/ Thomas S. Hanemann

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Dated: April 1, 1994