

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>Graves William W</u> (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u> (Street) <u>MEMPHIS</u> <u>38103</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>11/28/2005</u> | 3. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Senior Vice President</u></p> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Stock</u> | <u>481</u> | <u>D</u> | |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-------------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(2)</u> | <u>09/06/2013</u> | <u>Common Stock</u> | <u>10,000</u> | <u>89.18</u> | <u>D</u> | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(3)</u> | <u>09/07/2012</u> | <u>Common Stock</u> | <u>7,200</u> | <u>71.12</u> | <u>D</u> | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(4)</u> | <u>09/29/2014</u> | <u>Common Stock</u> | <u>6,500</u> | <u>75.64</u> | <u>D</u> | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(5)</u> | <u>10/16/2015</u> | <u>Common Stock</u> | <u>6,500</u> | <u>82</u> | <u>D</u> | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(6)</u> | <u>10/31/2010</u> | <u>Common Stock</u> | <u>10,700</u> | <u>25.9375</u> | <u>D</u> | |
| <u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u> | <u>(7)</u> | <u>11/18/2009</u> | <u>Common Stock</u> | <u>5,000</u> | <u>29.8125</u> | <u>D</u> | |
| <u>Non-Qualified Stock Options (right to buy)⁽¹⁾</u> | <u>(8)</u> | <u>09/21/2011</u> | <u>Common Stock</u> | <u>6,000</u> | <u>43.9</u> | <u>D</u> | |

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-fourth increments on September 5, 2004, 2005, 2006, and 2007, respectively.
3. Options exercisable in one-fourth increments on September 6, 2003, 2004, 2005, and 2006, respectively.
4. Options are exercisable in one-fourth increments on September 28, 2005, 2006, 2007, and 2008, respectively.
5. Options are exercisable in one-fourth increments on October 15, 2006, 2007, 2008, and 2009, respectively.
6. Options exercisable in one-third increments on October 31, 2003, 2004, and 2005, respectively.
7. Options vest and are exercisable in one-third increments on November 18, 2002, 2003, 2004, respectively.
8. Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.

Remarks:

William W. Graves

12/01/2005

** 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 5 (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.