

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)  
(Amendment No. 7)(1)

AUTOZONE, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

053332-10-2  
(CUSIP Number)

December 31, 1998  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
(1) The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 or otherwise subject to the liabilities of that section of the Act but  
shall be subject to all other provisions of the Act (however, see the Notes).

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

KKR ASSOCIATES, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER	-0-
	(6)	SHARED VOTING POWER	-0-
	(7)	SOLE DISPOSITIVE POWER	-0-
	(8)	SHARED DISPOSITIVE POWER	-0-

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN  
SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%

(12) TYPE OF REPORTING PERSON  
PN

## ITEM 1.

- (a) NAME OF ISSUER:  
AutoZone, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
123 South Front Street  
Memphis, Tennessee 38103

## ITEM 2.

- (a) NAME OF PERSONS FILING:  
KKR Associates, L.P.
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:  
c/o Kohlberg Kravis Roberts & Co.  
9 West 57th Street  
New York, New York 10019
- (c) CITIZENSHIP:  
New York
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock, par value \$.01 per share
- (e) CUSIP NUMBER:  
053332-10-2

ITEM 3. Not applicable

## ITEM 4. OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED:  
In 1998, KKR Associates, L.P., a New York limited partnership, disposed of all of the shares of common stock of AutoZone, Inc. owned by it which it reported on its previous Schedule 13G. Consequently, KKR Associates, L.P. no longer beneficially owns any shares of common stock of AutoZone, Inc.
- (b) PERCENT OF CLASS:  
0%

- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (i) Sole power to vote or direct the vote:  
-0-
  - (ii) Shared power to vote or to direct the vote:  
-0-
  - (iii) Sole power to dispose or to direct the disposition of:  
-0-
  - (iv) Shared power to dispose or to direct the disposition of:  
-0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 1999

KKR ASSOCIATES, L.P.

By: /s/ Salvatore Badalamenti  
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Name: Salvatore Badalamenti  
Title: Attorney-in-Fact for  
Henry R. Kravis, General Partner

## EXHIBIT INDEX

Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 24 to the Statements on Schedule 13G of KKR Associates, L.P. filed on February 17, 1998).

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