

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)  
Clarkson, Andrew M.  
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)
4. Statement for Month/Year  
October 1998
5. If Amendment, Date of Original (Month/Year)  
10/98
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 Price	5) Amount of Securities Beneficially Owned at End of Month	6) 7) Nature of Indirect D Beneficial or Ownership I
Common Stock	10/23/98	S	10,000	D \$26.4688	D
Common Stock				1,000	I by Immediate Family
Common Stock				28,000 (1)	I by Trust (2)

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

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) 11) Nature of Indirect D Beneficial or Ownership I
-		Title	Amount or Number of Shares		

<FN>

Explanation of Responses:

- (1) Amount shown was incorrectly reported as 14,000 shares due to administrative error.  
(2) The reporting person disclaims beneficial ownership of these shares.

</FN>

SIGNATURE OF REPORTING PERSON  
/s/ Andrew M. Clarkson  
DATE September 10, 1999