

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)

Rose, Anthony Dean, Jr.
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)

446-68-8415

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)

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

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) A or D	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect Beneficial Ownership
Common Stock	12/31/96	B(1) V	45	A \$23.3750 1,127	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) (2)	\$20.1250	01/07/97	A V	20,000	(3) 01/08/07

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
Non-Qualified Stock Option (right to buy) (2)	01/07/97	Common Stock	20,000	20,000	D

<FN>
Explanation of Responses:

(1)
Shares acquired in accordance with the AutoZone, Inc., Stock Purchase Plan.
(2)
Non-qualified Stock Options granted in accordance with the AutoZone, Inc., 1996 Stock Option Plan.
(3)
Stock options vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, respectively.

</FN>

SIGNATURE OF REPORTING PERSON

/S/ ANTHONY DEAN ROSE, JR.

DATE 2/10/97