UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **September 19, 2006**

AutoZone, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**1-10714**	**62-1482048**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

123 South Front Street, Memphis, Tennessee	**38103**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(901) 495-6500**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[ ] Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On September 19, 2006, AutoZone, Inc. issued a press release announcing its earnings for the fiscal quarter and fiscal year ended August 26, 2006, which is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is furnished with this Current Report pursuant to Item 2.02:

(d) Exhibits

99.1 Press release dated September 19, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AutoZone, Inc.

(Registrant)

September 19, 2006	**/s/ WILLIAM T. GILES**
(Date)	William T. Giles *Executive Vice President and Chief Financial Officer*

Exhibit Index

99.1	Press release dated September 19, 2006

EXHIBIT 99.1

AutoZone 4th Quarter Sales up 3.0%; Adjusted EPS up 14.6%

MEMPHIS, Tenn., Sept. 19, 2006 (PRIMEZONE) -- AutoZone, Inc. (NYSE:AZO) today reported net sales of $1.939 billion for its fourth quarter (16 weeks) ended August 26, 2006, up 3.0% from fiscal fourth quarter 2005. Same store sales, or sales for stores open at least one year, were down 0.9% for the quarter.

Net income for the quarter increased 3.3% over the same period last year to $213.5 million, while diluted earnings per share increased 9.6% to $2.92 per share from $2.66 per share reported in the year-ago quarter.

Under its share repurchase program, AutoZone repurchased 3.7 million shares of its common stock for $340.0 million during the fourth quarter, at an average price of $91 per share. For the fiscal year ended August 26, 2006 AutoZone repurchased 6.2 million shares of its common stock for $578.1 million, at an average price of $93 per share.

For the quarter, gross profit, as a percentage of sales, was 49.7% (versus 48.7% last year). The Company's improvement in gross margin has largely been due to the Company's ongoing category management initiatives which include management of procurement costs, continued optimization of merchandise assortment, and an ongoing focus on direct importing initiatives. Additionally, operating expenses, as a percentage of sales, were 30.4% (versus 30.0% last year). A portion of the increase in operating expenses this year reflected $5.2 million in share-based expenses resulting from the adoption of the Financial Accounting Standards Board ("FASB") Statement No. 123(R), "Share-Based Payments." Excluding this non-comparable expense item, adjusted operating expenses were 30.1% (versus 30.0% last year) or 12 basis points over last year. Higher occupancy costs versus last year contributed to the increase in comparable operating expenses.

Excluding this quarter's share-based charges and last year's discrete tax benefit, adjusted net income increased 8.1%, while adjusted diluted earnings per share of $2.96 were up 14.6% versus the year-ago quarter.

The Company's adjusted inventory per store level, including supplier owned pay-on-scan inventory, as of August 26, 2006, was $501 thousand versus $494 thousand last year. Net inventory, defined as merchandise inventories less accounts payable, increased on a per store level to $38 thousand from $34 thousand last year.

"While we are pleased with this past quarter's bottom line results, and we are encouraged with the progress we are making on the major initiatives launched at the beginning of the year, we were not satisfied with this quarter's sales performance. Our ongoing initiatives, which focus on improving the customer shopping experience, resulted in measurable increases in customer service metrics throughout the year. While the financial burdens faced by our customers have been well-documented by many retailers, we continue to believe there are many opportunities to further improve our sales performance for the future," said Bill Rhodes, President and Chief Executive Officer.

During the quarter ended August 26, 2006, AutoZone opened 69 new stores, closed 1 store, and replaced 7 stores in the U.S. while additionally opening 8 new stores in Mexico. Additionally, the Company re-opened 4 U.S. stores closed due to hurricane-related damage. For the year, AutoZone opened 185 stores, closed 2 stores, and replaced 18 stores, while additionally opening 19 new stores in Mexico. As of August 26, 2006, the Company had 3,771 stores in 48 states plus the District of Columbia and Puerto Rico in the U.S. and 100 stores in Mexico.

AutoZone is the nation's leading retailer of automotive parts and accessories. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories, and non-automotive products. Many stores also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, and service stations. AutoZone also sells the ALLDATA brand diagnostic and repair software. On the web, AutoZone sells diagnostic and repair information, and auto and light truck parts through www.autozone.com. AutoZone does not derive revenue from automotive repair or installation.

AutoZone will host a conference call this morning, Tuesday, September 19, 2006, beginning at 10:00 a.m. (EDT) to discuss the fourth quarter results. Investors may listen to the conference call live and review supporting slides on the AutoZone corporate website, www.autozoneinc.com by clicking "Investor Relations," "Conference Calls." The call will also be available by dialing (210) 839-8923. A replay of the call and slides will be available on AutoZone's website. In addition, a replay of the call will be available by dialing (203) 369-0972 through Monday, September 25, 2006, at 11:59 p.m. (EDT).

This release includes certain financial information not derived in accordance with generally accepted accounting principles ("GAAP"). These non-GAAP measures include adjusted inventory, adjusted inventory per store, adjusted debt, adjusted debt/EBITDAR, adjusted rent expense, adjusted operating expense, adjusted operating profit, adjusted income before taxes, adjusted income taxes, adjusted net income, adjusted basic earnings per share, and adjusted diluted earnings per share. The Company believes that the presentation of these non-GAAP measures provides information that is useful to investors as it indicates more clearly the Company's comparative year-to-year operating results, but this information should not be considered a substitute for any measures derived in accordance with GAAP. Management manages the Company's debt levels to a ratio of adjusted debt to EBITDAR and manages cash flows available for share repurchase by monitoring cash flows before share repurchases, as shown on the attached tables. This is important information for the Company's management of its debt levels and share repurchases. We have included a reconciliation of this information to the most comparable GAAP measures in the accompanying reconciliation tables.

Certain statements contained in this press release are forward-looking statements. Forward-looking statements typically use words such as "believe," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy," and similar expressions. These are based on assumptions and assessments made by our management in light of experience and perception of historical trends, current conditions, expected future developments and other factors that we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation: competition; product demand; the economy; the ability to hire and retain qualified employees; consumer debt levels; inflation; weather; raw material costs of our suppliers; energy prices; war and the prospect of war, including terrorist activity; availability of consumer transportation; construction delays; access to available and feasible financing; and changes in laws or regulations. Forw ard-looking statements are not guarantees of future performance and actual results; developments and business decisions may differ from those contemplated by such forward-looking statements, and such events could materially and adversely affect our business. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may materially differ from anticipated results. Please refer to the Risk Factors section of AutoZone's Form 10-K for the fiscal year ended August 27, 2005, for more information related to those risks.

AutoZone's 4th Quarter Highlights - Fiscal 2006 (Unaudited)

Condensed Consolidated Statements of Operations
4th Quarter
(in thousands, except per share data)

	GAAP Results		Adjustments	
	16 Weeks Ended		16 Weeks Ended	
	Aug. 26, 2006	Aug. 27, 2005	Aug. 26, 2006(a)	Aug. 27, 2005(b)
Net sales	$1,939,031	$1,882,236	$ --	$ --
Cost of sales	976,270	965,963	--	--
Gross profit	962,761	916,273	--	--
Operating, SG&A expenses	589,643	565,103	(5,226)	--
Operating profit (EBIT)	373,118	351,170	5,226	--
Interest expense, net	34,896	32,785	--	--
Income before taxes	338,222	318,385	5,226	--
Income taxes	124,771	111,770	1,928	6,029
Net income	$ 213,451	$ 206,615	$ 3,298	$ (6,029)
Net income per share:				
Basic	$ 2.94	$ 2.69		
Diluted	$ 2.92	$ 2.66		
Weighted average shares outstanding:				
Basic	72,561	76,778		
Diluted	73,133	77,574		

	Adjusted	
	16 Weeks Ended	
	Aug. 26, 2006	Aug. 27, 2005
Net sales	$1,939,031	$1,882,236
Cost of sales	976,270	965,963
Gross profit	962,761	916,273
Operating, SG&A expenses	584,417	565,103
Operating profit (EBIT)	378,344	351,170
Interest expense, net	34,896	32,785
Income before taxes	343,448	318,385
Income taxes	126,699	117,799
Net income	$ 216,749	$ 200,586
Net income per share:		
Basic	$ 2.99	$ 2.61

Diluted	$ 2.96	$ 2.59
Weighted average shares outstanding:		
Basic	72,561	76,778
Diluted	73,133	77,574

(a) Fiscal 2006 operating expense includes $5.2MM in share-based compensation expense related to the adoption of SFAS No.123(R).

(b) Fiscal 2005 income taxes include a discrete tax benefit of $6.0 million.

Full Year
(in thousands, except per share data)

	GAAP Results		Adjustments	
	52 Weeks Ended		52 Weeks Ended	
	Aug. 26, 2006	Aug. 27, 2005	Aug. 26, 2006(a)	Aug. 27, 2005(b)
Net sales	$5,948,355	$5,710,882	$ --	$ --
Cost of sales	3,009,835	2,918,334	--	--
Gross profit	2,938,520	2,792,548	--	--
Operating, SG&A expenses	1,928,595	1,816,884	(17,370)	(40,321)
Operating profit (EBIT)	1,009,925	975,664	17,370	40,321
Interest expense, net	107,889	102,443	--	--
Income before taxes	902,036	873,221	17,370	40,321
Income taxes	332,761	302,202	6,408	36,248
Net income	$ 569,275	$ 571,019	$ 10,962	$ 4,073
Net income per share:				
Basic	$ 7.57	$ 7.27		
Diluted	$ 7.50	$ 7.18		
Weighted Average Shares outstanding:				
Basic	75,237	78,530		
Diluted	75,859	79,508		

	Adjusted	
	52 Weeks Ended	
	Aug. 26, 2006	Aug. 27, 2005
Net sales	$5,948,355	$5,710,882
Cost of sales	3,009,835	2,918,334
Gross profit	2,938,520	2,792,548
Operating, SG&A expenses	1,911,225	1,776,563
Operating profit (EBIT)	1,027,295	1,015,985
Interest expense, net	107,889	102,443
Income before taxes	919,406	913,542
Income taxes	339,169	338,450
Net income	$ 580,237	$ 575,092
Net income per share:		
Basic	$ 7.71	$ 7.32
Diluted	$ 7.65	$ 7.23
Weighted Average Shares outstanding:		
Basic	75,237	78,530
Diluted	75,859	79,508

(a) Fiscal 2006 operating expense includes $17.4MM in share-based compensation expense related to the adoption of SFAS No.123(R).

(b) Fiscal year 2005 includes a non-cash adjustment, substantially all of which relates to prior years, of $40.3 million ($25.4 million net of tax) associated with accounting for leases and leasehold improvements.

Additionally, fiscal year 2005 income taxes include a $21.3 million benefit primarily from the planned one-time repatriation from foreign subsidiaries and discrete tax benefits.

Selected Balance Sheet Information
(in thousands)

	August 26, 2006	August 27, 2005
Merchandise inventories	$ 1,846,650	$ 1,663,860
Current assets	2,118,927	1,929,459
Property and equipment, net	2,051,308	1,937,615
Total assets	4,526,306	4,245,257
Accounts payable	1,699,667	1,539,776
Current liabilities	2,054,568	1,811,159
Debt	1,857,157	1,861,850
Stockholders' equity	469,528	391,007
Working capital	64,359	118,300

Adjusted Debt/EBITDAR

(Trailing 4 Qtrs)	August 26, 2006	August 27, 2005
Net income	$ 569,275	$ 571,019
Add: Interest	107,889	102,443
Taxes	332,761	302,202
EBIT	1,009,925	975,664
Add: Depreciation	139,465	135,597
Rent expense(a)	143,888	150,645
Option expense	17,370	--
EBITDAR	$ 1,310,648	$ 1,261,906
Debt	$ 1,857,157	$ 1,861,850
Add: Adjusted rent x 6(b)	863,328	774,708
Adjusted debt	$ 2,720,485	$ 2,636,558
Adjusted debt to EBITDAR	2.1	2.1

(a) Fiscal 2005 rent expense includes a $21.5 million non-cash adjustment associated with accounting for leases and leasehold improvements.

(b) Adjusted rent is defined as GAAP rent expense less the impact from the cumulative lease accounting adjustment recorded in the second quarter of fiscal year 2005.

Selected Cash Flow Information
(in thousands)

	16 Weeks Ended		52 Weeks Ended	
	Aug. 26, 2006	Aug. 27, 2005	Aug. 26, 2006	Aug. 27, 2005
Depreciation	$ 44,865	$ 38,928	$ 139,465	$ 135,597
Capital spending	$ 81,412	$ 96,539	$ 263,580	$ 283,478
Cash flow before share repurchases:				
Net increase (decrease) in cash and cash equivalents	$ 7,590	$ (2,568)	$ 16,748	$ (2,042)
Subtract increase (decrease) in debt	32,032	(52,675)	(4,693)	(7,400)
Subtract share repurchases	(339,955)	(118,294)	(578,066)	(426,852)
Cash flow before share repurchases and changes in debt	$ 315,513	$ 168,401	$ 599,507	$ 432,210

Other Selected Financial Information
(in thousands)

	August 26, 2006	August 27, 2005

Cumulative share repurchases ($)	$ 4,679,832	$ 4,101,766
Cumulative share repurchases (shares)	93,222	87,035
Shares outstanding, end of quarter	71,082	76,539

	52 Weeks Ended August 26, 2006	52 Weeks Ended August 27, 2005
Net income	$ 569,275	$ 571,091
Add: After-tax interest	68,089	64,539
After-tax rent	90,808	94,906
After-tax return	728,171	730,536
Average debt	1,909,011	1,969,639
Average equity	510,657	309,237
Adjusted rent x 6(a)	863,328	774,708
Pre-tax invested capital	3,282,996	3,053,584
Return on Invested Capital (ROIC)	22.2%	23.9%

(a) Adjusted rent is defined as GAAP rent expense less the impact from the cumulative lease accounting adjustment recorded in the second quarter of fiscal year 2005.

AutoZone's 4th Quarter Fiscal 2006
Selected Operating Highlights

Store Count & Square Footage

	16 Weeks Ended Aug. 26, 2006	16 Weeks Ended Aug. 27, 2005	52 Weeks Ended Aug. 26, 2006	52 Weeks Ended Aug. 27, 2005
Domestic stores:				
Store count:				
Stores opened	69	87	185	175
Store closures	1		2	3
Re-opened hurricane stores	4		9	
Hurricane-related store closures	4		13	
Replacement stores	7	3	18	7
Total domestic stores	3,771	3,592		
Stores with commercial sales	2,134	2,104		
Square footage (in thousands):	24,016	22,808		
Square footage per store	6,369	6,350		
Mexico stores:				
Stores opened	8	8	19	18
Total stores in Mexico	100	81		
Total stores chainwide	3,871	3,673		

Sales Statistics (Domestic Stores Only)

	16 Weeks Ended Aug. 26, 2006	16 Weeks Ended Aug. 27, 2005	52 Weeks Ended Aug. 26, 2006	52 Weeks Ended Aug. 27, 2005
Total retail sales ($ in thousands)	$1,632,545	$1,586,339	$4,989,266	$4,795,648
% Increase vs. LY retail sales	3%	3%	4%	1%
Total commercial				

sales ($ in thousands)	$ 223,714	$ 229,703	$ 708,715	$ 718,150
% Increase vs. LY commercial sales	(3%)	(4%)	(1%)	(3%)
Sales per average store ($ in thousands)	$ 497	$ 512	$ 1,548	$ 1,573
Sales per average square foot	78	81	243	248
Same store sales	(0.9%)	(0.9%)	0.4%	(2.1%)

Inventory Statistics (Total Stores)

	as of August 26, 2006	as of August 27, 2005
Accounts payable/inventory	92.0%	92.5%

($ in thousands)		
Inventory(a)	$ 1,846,650	$ 1,663,860
Pay-on-scan inventory	92,142	151,682
Adjusted inventory	$ 1,938,792	$ 1,815,542
Adjusted inventory per store	$ 501	$ 494
Net inventory (net of payables)	$ 146,983	$ 124,084
Net inventory / store	$ 38	$ 34

(a) This is reported balance sheet inventory

	52 Weeks Ended August 26, 2006	August 27, 2005
Inventory turns(b)	1.7 x	1.8 x

(b) Inventory turns is calculated as cost of sales divided by the average of the beginning and ending recorded merchandise inventories, which excludes merchandise under pay-on-scan arrangements. The calculation includes cost of sales related to pay-on-scan sales, which were $198.1MM for the 52 weeks ended August 26, 2006 and $234.6MM for the 52 weeks ended August 25, 2005.

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