

-----  
OMB Number: 3235-0145  
Expires: August 31, 1999  
Estimated average burden  
hours per response ..... 14.90  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.                    )\*

Autozone Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

053332102

-----  
(CUSIP Number)

December 31, 1999

-----  
(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)

\* 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 ("Act") 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).

(SEC 1745 (2-95))

CUSIP No. 053332102

13G

Page 2 of 5 Pages

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

W.P. Stewart & Co., Ltd.

Tax I.D. # - 98-0201080

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Hamilton, Bermuda

NUMBER OF 5. SOLE VOTING POWER

SHARES 21,292,376

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY None

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 21,292,376

PERSON 8. SHARED DISPOSITIVE POWER

WITH None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,292,376

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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

15.4%

12. TYPE OF REPORTING PERSON\*

Investment Adviser (IA)

\*SEE INSTRUCTION BEFORE FILLING OUT!

-----  
Item 1(a) Name of Issuer:

AutoZone Inc.  
-----

Item 1(b) Address of Issuer's Principal Executive Offices:

P.O. Box 2198, Dept. 8074, Memphis, TN 31801-9842  
-----

Item 2(a) Name of Person Filing:

W.P. Stewart & Co., Ltd.  
-----

Item 2(b) Address of Principal Business Office:

Trinity Hall, 43 Cedar Avenue, Hamilton HM 12 Bermuda  
-----

Item 2(c) Citizenship:

Bermuda  
-----

Item 2(d) Title of Class of Securities:

Common Stock  
-----

Item 2(e) CUSIP Number:

053332102  
-----

Item 3

(e)  Investment Adviser in accordance with  
(Section) 240.13d-1(b)(1)(ii)(E)

Item 4. Ownership.

(a) Amount Beneficially Owned:

21,292,376  
-----

(b) Percent of Class:

15.4%  
-----

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote	21,292,376 -----
(ii) shared power to vote or to direct the vote	none -----
(iii) sole power to dispose or to direct the disposition of	21,292,376 -----
(iv) shared power to dispose or to direct the disposition	none -----

Item 5. Not Applicable

Item 6. W.P. Stewart & Co., Ltd. is deemed to be a beneficial owner for purpose of Rule 13(d) since it has the power to make investment decisions over securities for many unrelated clients. W.P. Stewart & Co., Ltd. does not, however have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities. No client has an interest that relates to 5% or more of this security.

Item 7. Not Applicable

Item 8. Not Applicable

Item 9. Not Applicable

Item 10. Not Applicable

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose, or effect.

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.

2/4/00

-----  
(Date)

/s/LISA D. LEVEY

-----  
(Signature)

Lisa D. Levey - General Counsel

-----  
(Name/Title)