

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

September 27, 2006  
Date of Report

**(September 26, 2006)**  
(Date of earliest event reported)

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**AutoZone, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**1-10714**  
(Commission File Number)

**62-1482048**  
(IRS Employer Identification No.)

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

**38103**  
(Zip Code)

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

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(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))

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On September 26, 2006, Edward S. Lampert notified the Board of Directors of AutoZone, Inc. ("AutoZone") that he will not stand for re-election to the Board at AutoZone's Annual Meeting of Stockholders to be held on December 13, 2006. Mr. Lampert, the Chairman and CEO of ESL Investments, Inc. ("ESL") and Chairman of Sears Holdings Corporation, will not be standing for re-election in order to devote more time to other duties at ESL and Sears Holdings. Mr. Lampert is the chairman of AutoZone's Compensation Committee. The Board has nominated Theodore W. Ullyot, Executive Vice President and General Counsel of ESL, to fill the Board seat vacated by Mr. Lampert.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibit is filed with this Current Report pursuant to Item 5.02:

(d) Exhibits

99.1 Press Release dated September 27, 2006.

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**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.**

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(Registrant)

/s/ **HARRY L. GOLDSMITH**

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**September 27, 2006**

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(Date)

Harry L. Goldsmith

*Executive Vice President, General Counsel and Secretary*

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## **Exhibit Index**

99.1 Press release dated September 27, 2006

## Changes on AutoZone Board

MEMPHIS, Tenn., Sept. 27, 2006 (PRIMEZONE) -- AutoZone, Inc. (NYSE:AZO) announced today that Edward S. Lampert, the Chairman and CEO of ESL Investments, Inc. ("ESL") and Chairman of Sears Holdings Corporation, will not be standing for re-election to the AutoZone Board of Directors, in order to devote more time to other duties at ESL and Sears Holdings. The Board has nominated Theodore W. Ullyot, Executive Vice President and General Counsel of ESL, to fill the Board seat vacated by Mr. Lampert.

"It has been my privilege and a great pleasure to serve on the Board of this terrific company for the past seven years," said Mr. Lampert. "I plan to remain involved with the company, and ESL currently plans to remain a significant shareholder in AutoZone for the foreseeable future. With the steadily increasing demands on my schedule, however, I have concluded that AutoZone would be better served by my not being re-nominated to the Board, in favor of someone who can devote more of his time to these important duties. To that end, I am pleased that the Board has nominated Ted Ullyot, ESL's Executive Vice President and General Counsel, to serve on the Board."

Mr. Lampert added, "Under the leadership of Bill Rhodes and his executive team, and with the continuing guidance of a Board of Directors that focuses on the interests of shareholders, I believe that AutoZone is in superb hands and well positioned for the coming years."

"I applaud and thank Eddie Lampert for his many contributions to our company over the last seven years," said J.R. Hyde III, Chairman of the Board. "And, I look forward to welcoming Ted Ullyot and his expertise to the AutoZone Board of Directors."

### About AutoZone:

As of August 26, 2006, AutoZone sells auto and light truck parts, chemicals and accessories through 3,771 stores in 48 states plus the District of Columbia and Puerto Rico in the U.S. and 100 stores in Mexico, and also sells the ALLDATA brand automotive diagnostic and repair software. On the web, AutoZone sells diagnostic and repair information and auto and light truck parts through [www.autozone.com](http://www.autozone.com).

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