

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)  
 Wilhite, David J.  
 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  
 September 1999
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President
7. Individual or Joint/Group Filing (Check Applicable Line)  
 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-<br>action<br>Date<br>(Month/<br>Day/Year) | 3) Trans-<br>action<br>Code<br>Code V | 4) Securities Acquired (A)<br>or Disposed of (D)<br>A<br>or<br>D Price | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6) D<br>or<br>I | 7) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|----------------------|---|---------------------------------------|--|--|-----------------|---|
| -----                |   |                                       |  |  |                 |   |

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative<br>Security               | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code<br>Code V | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>A<br>D | 6) Date Exercisable and<br>Expiration Date<br>Exercisable<br>Expiration |
|--|--|-----------------------------|---------------------------------------|--|---|
| Non-Qualified Stock Option<br>(right to buy) (1) | \$24.0000  | 08/31/99                    | A                                     | V 20,000   | (2) 08/31/09  |

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1) Title of Derivative<br>Security           | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying<br>Securities<br>Title | 8) Price<br>of Deri-<br>vative<br>Security<br>Amount or<br>Number of<br>Shares | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10) D<br>or<br>I | 11) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|--|-----------------------------|---|--|--|------------------|--|
| Non-Qualified Stock Option<br>(right to buy) | 08/31/99                    | Common Stock  | 20,000   | 20,000   | D                |  |

Explanation of Responses:

- (1) Granted in accordance with the AutoZone, Inc. Second Amended and Restated 1996 Stock Option Plan.
- (2) Options exercisable in one-third increments on August 31, 2002, 2003, and 2004, respectively.

SIGNATURE OF REPORTING PERSON  
 /S/ David J. Wilhite  
 DATE October 8, 1999