FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

Washington, D.C. 2004

STATEMENT	OF C	CHANGES	IN BENE	FICIAL	OWNERS	HIP
SIAILMENT	Oi C	MICES		IOIAL	CAMINETES	

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MRKONIC GEORGE R JR						2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
,			h 4: -1 -11 - N		3. D	Date of Earliest Transaction (Month/Day/Year)						X	Office below	er (give title	10% (Other below	(specify		
(Last) (First) (Middle) 123 SOUTH FRONT STREET				01/	01/02/2014									Delov		Delow	,	
(Street) MEMPH	IS TN	I 3	8103		4. If	Line							6. Indiv Line) X	X Form filed by One Reporting Person				
(City)	(Sta	ate) (2	Zip)			Form filed by More than One Reporting Person								oorting				
		Tabl	e I - N	lon-Deriv	ative	Seci	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefic	ially	Owne	ed		
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y					Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Disposed Of		Acquired (A) or (D) (Instr. 3, 4 and		nd 5) Sec Ber Ow		ount of ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A) or (D)	Price		Repor Trans (Instr.	action(s) 3 and 4)		(Instr. 4)		
Common Stock ⁽¹⁾ 01/02/20.			014	14			A		108.09(2)	A ⁽³⁾	\$474	1.11 ⁽⁴⁾	1,	902.59	D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) if any (Month/Day/Y			tion Date,	4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	Expiration (Month/Day		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2011 Equity Incentive Award Plan (the "Plan"). Pursuant to the AutoZone, inc. 2014 Director Compensation Program (the "2014 Program"), directors are paid either (1) 100% of their annual retainer fees and any additional fees in the form of restricted stock units or (2) \$75,000 of their annual retainer fees and any additional fees in the form of cash, with the remaining portion of the annual retainer fee (\$125,000) paid in the form of restricted stock units. All fees are paid on a quarterly basis.
- 2. Restricted stock units (fully vested on the date of grant) issued to the reporting person in accordance with the Plan and the 2014 Program in lieu of the quarterly retainer fees plus additional fees in an aggregate amount equal to \$51,250. The number of shares of the issuer's common stock underlying the restricted stock unit award is equal to the reporting person's aggregate quarterly retainer fee plus additional fees, divided by the closing market price of a share of the issuer's common stock on January 2, 2014.
- 3. The shares will be delivered to the reporting person upon the earlier of (a) the date on which the reporting person ceases to be a director for any reason, provided that such reporting person incurs a "separation from service" from the issuer (within the meaning of Section 409A of the Internal Revenue Code and the related Treasury Regulations) (the "Termination Date") or (b) the fifth anniversay of the grant date, in which event the reporting person will have an opportunity to re-defer the delivery of the shares up to one year prior to the fifth anniversary; unless the reporting person has irrevocably elected in writing by December 31, 2013, to defer the delivery of such shares until the Termination Date.
- 4. The price per share is equal to the closing market price of a share of the issuer's common stock on January 2, 2014.

Remarks:

mrkonic-poa010314.txt

/s/ Rebecca W. Ballou, as attorney-in-fact 01/03/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby authorizes and designates Harry L. Goldsmith and Rebecca W. Ballou, and each of them, as his true and lawful agent and attorney-in-fact to sign on his behalf any and all statements on Form 3, Form 4 and Form 5 under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, with respect to shares of Common Stock or other equity securities of AutoZone, Inc. held by the undersigned or with respect to transactions in such shares or other equity securities by the undersigned, and to file on his behalf, any and all such reports with the Securities and Exchange Commission, the New York Stock Exchange and AutoZone, Inc. and hereby ratifies any such action by such agent or attorney-in-fact. This power of attorney shall become effective as of the date indicated below and shall remain effective for so long as the undersigned shall be an officer or director of AutoZone, Inc. unless sooner revoked by the undersigned in writing.

/s/ George R. Mrkonic, Jr.

Date: 6/19/2006