

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
 ( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Adams, Johnston C., Jr.  
 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  
 1/2000
5. If Amendment, Date of Original (Month/Year)  
 1/2000
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chairman & Chief Executive Officer
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

| 1. Title of Security | 2. Transaction |   | 3. Code | 4. Securities Acquired (A) or Disposed of (D) |     |         | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|----------------|---|---------|---|-----|---------|--|-------------------------------|--|
|                      | Date           |   |         | Amount  | A/D | Price   |  |                               |  |
| Common Stock         | 1/6/2000       | P |         | 5000  | A   | 29.5625 |  | D                             |  |
| Common Stock         | 1/26/2000      | P |         | 5000  | A   | 27.25   | 30,407   | D                             |  |
| Common Stock         |                |   |         |   |     |         | 1,572  | I                             | by Trust                                   |

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Code | 4. Amount | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|-----------|--|--|--|---------------------------------|---|--------------------------------|---|
|                                 |  |                     |           |  |  |  |                                 |   |                                |   |

Explanation of Responses:

/s/ Harry L. Goldsmith  
 as Attorney-in Fact

February 25, 2000