

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 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

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

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| 1. Name and Address of Reporting Person* GOLDSMITH HARRY L (Last) (First) (Middle) 123 SOUTH FRONT STREET (Street) MEMPHIS TN 38103 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Exec. VP, Sec. & Gen Cnsl |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/01/2007 | | M | | 20,000 | A | \$27.875 | 28,480 | D | |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$124.97 | 28,380 | D | |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$124.84 | 28,280 | D | |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$124.78 | 28,180 | D | |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$125 | 28,080 | D | |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$124.92 | 27,980 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$124.99 | 27,780 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$125.03 | 27,580 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$124.88 | 27,380 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$124.87 | 27,180 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$125.04 | 26,980 | D | |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$124.76 | 26,780 | D | |
| Common Stock | 03/01/2007 | | S | | 300 | D | \$125.02 | 26,480 | D | |
| Common Stock | 03/01/2007 | | S | | 300 | D | \$125.01 | 26,180 | D | |
| Common Stock | 03/01/2007 | | S | | 400 | D | \$124.79 | 25,780 | D | |
| Common Stock | 03/01/2007 | | S | | 400 | D | \$124.96 | 25,380 | D | |
| Common Stock | 03/01/2007 | | S | | 400 | D | \$124.81 | 24,980 | D | |
| Common Stock | 03/01/2007 | | S | | 400 | D | \$125.05 | 24,580 | D | |
| Common Stock | 03/01/2007 | | S | | 500 | D | \$124.95 | 24,080 | D | |
| Common Stock | 03/01/2007 | | S | | 500 | D | \$124.93 | 23,580 | D | |
| Common Stock | 03/01/2007 | | S | | 500 | D | \$124.94 | 23,080 | D | |
| Common Stock | 03/01/2007 | | S | | 600 | D | \$124.85 | 22,480 | D | |
| Common Stock | 03/01/2007 | | S | | 600 | D | \$124.86 | 21,880 | D | |
| Common Stock | 03/01/2007 | | S | | 700 | D | \$124.82 | 21,180 | D | |
| Common Stock | 03/01/2007 | | S | | 800 | D | \$125.06 | 20,380 | D | |
| Common Stock | 03/01/2007 | | S | | 900 | D | \$124.83 | 19,480 | D | |
| Common Stock | 03/01/2007 | | S | | 1,100 | D | \$124.8 | 18,380 | D | |
| Common Stock | 03/01/2007 | | S | | 1,200 | D | \$124.91 | 17,180 | D | |
| Common Stock | 03/01/2007 | | S | | 8,700 | D | \$124.75 | 8,480 | D | |
| Common Stock | | | | | | | | 1,400 | I | By Trust |

**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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Options (right to buy) ⁽¹⁾ | \$27.875 | 03/01/2007 | | M | | | 20,000 | (2) | 11/16/2008 | Common Stock | 20,000 | \$0 | 0 | D | |

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options vest and are exercisable in one-third increments on November 15, 2001, 2002, and 2003, respectively.

Remarks:

Harry L. Goldsmith

03/01/2007

** 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.

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