FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL								
	OMB Number:	3235-0287								
l	Estimated average burden									
l	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

	Address of R	eporting Person*	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]										tionship o all applic Directo	able)	ng Pers	son(s) to Iss 10% Ov			
(Last) (First) (Middle) 123 SOUTH FRONT STREET					3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006										Officer below)	(give title		Other (s below)	specify
(Street) MEMPHIS (City)	S TN		3103 ip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	e I - Non-D	Deriva	ative	Secu	urities	Acc	quired, Di	spose	d o	f, or Be	neficia	lly (Owned				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Date,			3. Transaction Code (Instr. 8) 4. Securities Acquired Disposed Of (D) (Instr. 5)					5. Amour Securitie Beneficia Owned F Reported	es Form ally (D) o Following (I) (Ir		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code V	Amo	unt	(A) or (D) Price			Transaction(s) (Instr. 3 and 4)				(Instr. 4)
	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)		n of		6. Date Exer Expiration D (Month/Day/	ate	Amount of		f s g Securit	De Se (Ir	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expirat Date	ion	Title	Amour or Number of Shares	r					
Stock Appreciation Rights ⁽¹⁾	\$0	06/01/2006			A		111.3		(2)	(3)		Common Stock	111.3	:	\$89.87	2,054	.6	D	

Explanation of Responses:

- 1. Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.
- 2. Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
- ${\it 3. Stock\ Appreciation\ Rights\ do\ not\ expire.}$

Remarks:

Earl G. Graves Jr.

06/01/2006

** 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.