

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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)  
Keegan, James F.  
1461 Crestwood Drive  
Memphis, TN 38119
2. Issuer Name and Ticker or Trading Symbol  
AutoZone, Inc. (AZO)
3. IRS or Social Security Number of Reporting Person (Voluntary)  
510-28-2776
4. Statement for Month/Year  
January 1997
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[X] Director [ ] 10% Owner  
[ ] Officer (give title below) [ ] Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
[X] 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- action Date (Month/ Day/Year)	3) Trans- action Code	4) Securities Acquired (A) or Disposed of (D) A or D Price	5) Amount of Securities Beneficially Owned at End of Month	6) 7) Nature of Indirect D Beneficial or Ownership I
Common Stock	01/07/97	P	2,500 A \$20.3750	5,000	D
Common Stock				800	I by Spouse (1)

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

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration

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

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) 11) Nature of Indirect D Beneficial or Ownership I

<FN>  
Explanation of Responses:

(1)  
The reporting person disclaims beneficial ownership of these shares.

</FN>

SIGNATURE OF REPORTING PERSON  
/S/ HARRY L. GOLDSMITH  
as attorney-in-fact for James F. Keegan  
DATE 2/10/97

POWER OF ATTORNEY

The undersigned hereby authorizes and designates Harry L. Goldsmith as his true and lawful agent and attorney-in-fact to sign on his behalf any and all statements of 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 for so long as the undersigned shall be an officer or director of AutoZone, Inc., unless sooner revoked by the undersigned in writing.

James F. Keegan

/s/ James F. Keegan  
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Dated: April 1, 1994