

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**OMB APPROVAL**

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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* <u>Graves William W</u> (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u> (Street) <u>MEMPHIS</u> <u>38103</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/28/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>481</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(2)</u>	<u>09/06/2013</u>	<u>Common Stock</u>	<u>10,000</u>	<u>89.18</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(3)</u>	<u>09/07/2012</u>	<u>Common Stock</u>	<u>7,200</u>	<u>71.12</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(4)</u>	<u>09/29/2014</u>	<u>Common Stock</u>	<u>6,500</u>	<u>75.64</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(5)</u>	<u>10/16/2015</u>	<u>Common Stock</u>	<u>6,500</u>	<u>82</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(6)</u>	<u>10/31/2010</u>	<u>Common Stock</u>	<u>10,700</u>	<u>25.9375</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)⁽¹⁾</u>	<u>(7)</u>	<u>11/18/2009</u>	<u>Common Stock</u>	<u>5,000</u>	<u>29.8125</u>	<u>D</u>	
<u>Non-Qualified Stock Options (right to buy)⁽¹⁾</u>	<u>(8)</u>	<u>09/21/2011</u>	<u>Common Stock</u>	<u>6,000</u>	<u>43.9</u>	<u>D</u>	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-fourth increments on September 5, 2004, 2005, 2006, and 2007, respectively.
3. Options exercisable in one-fourth increments on September 6, 2003, 2004, 2005, and 2006, respectively.
4. Options are exercisable in one-fourth increments on September 28, 2005, 2006, 2007, and 2008, respectively.
5. Options are exercisable in one-fourth increments on October 15, 2006, 2007, 2008, and 2009, respectively.
6. Options exercisable in one-third increments on October 31, 2003, 2004, and 2005, respectively.
7. Options vest and are exercisable in one-third increments on November 18, 2002, 2003, 2004, respectively.
8. Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.

Remarks:William W. Graves12/01/2005

** 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 5 (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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