

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)

Hyde, J.R., III
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)

411-66-1742

4. Statement for Month/Year

December 1996

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Chairman

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 | 5) Amount of Securities Beneficially Owned at End of Month | 6) Nature of Indirect D or I | 7) Beneficial Ownership |
|----------------------|---|-----------------------------|--|--|--|----------------------------|
| Common Stock | 12/31/96 | G | V 400,000 | D \$0.0000 | 11,064,946 | D |
| Common Stock | | | | | 570,000 | I as Trustee for Trust |
| Common Stock | | | | | 2,000 | I by Spouse |

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 or 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 | 8) Price of Deri- vative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) Nature of Indirect D or I | 11) Beneficial Ownership |
|------------------------------------|-----------------------------|--|--|--|---|-----------------------------|
| | | Title | Amount or Number of Shares | | | |

<FN>
Explanation of Responses:

</FN>

SIGNATURE OF REPORTING PERSON

/S/ J.R. HYDE, III

DATE 2/10/97