

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)
Vargo, Timothy D.
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)
290-46-2940
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
[X] Officer (give title below) [] Other (specify below)
Vice Chairman
& Chief Operating Officer
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	01/10/97	G V	500 D \$0.0000	7,193	D
Common Stock				4,635	I by Immediate Family

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
Non-Qualified Stock Option (right to buy) (1)	\$20.1250	01/07/97	A V	150,000	(2) 01/08/07

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
Non-Qualified Stock Option (right to buy) (1)	01/07/97	Common Stock	150,000	150,000	D

<FN>

Explanation of Responses:

(1)

Non-qualified stock options granted pursuant to the AutoZone, Inc., 1996 Stock Option Plan.

(2)

Stock options vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, respectively.

</FN>

SIGNATURE OF REPORTING PERSON

/S/ TIMOTHY D. VARGO

DATE 02/10/97