UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **December 5, 2006**

AutoZone, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**1-10714**	**62-1482048**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

123 South Front Street, Memphis, Tennessee	**38103**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(901) 495-6500**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[ ] Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On December 5, 2006, AutoZone, Inc. issued a press release announcing its earnings for the fiscal quarter ended November 18, 2006, which is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is furnished with this Current Report pursuant to Item 2.02:

(d) Exhibits

99.1 Press Release dated December 5, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AutoZone, Inc.

(Registrant)

December 5, 2006	**/s/ WILLIAM T. GILES**
(Date)	William T. Giles *Executive Vice President and Chief Financial Officer*

Exhibit Index

99.1	Press release dated December 5, 2006

AutoZone 1st Quarter Sales up 4.1 Percent; EPS up 16.4 Percent

MEMPHIS, Tenn., Dec. 5, 2006 (PRIME NEWSWIRE) -- AutoZone, Inc. (NYSE:AZO) today reported net sales of $1.393 billion for its first fiscal quarter (12 weeks) ended November 18, 2006, up 4.1% from fiscal first quarter 2006. Same store sales, or sales for stores open at least one year, were up 0.3% for the quarter.

Net income for the quarter increased 8.3% over the same period last year to $123.9 million, while diluted earnings per share increased 16.4% to $1.73 per share from $1.48 per share reported in the year-ago quarter.

For the quarter, gross profit, as a percentage of sales, was 49.2% (versus 49.0% last year). The Company's improvement in gross margin has largely been due to the Company's ongoing category management initiatives which include continued optimization of merchandise assortment and pricing, and an increasing focus on direct importing initiatives. Additionally, operating expenses, as a percentage of sales, were 33.2% (versus 33.6% last year). A substantial portion of the favorable variance in operating expenses reflects a $2.8 million hurricane related charge taken in last year's quarter, our store reset efforts initiated in last year's first quarter, and an ongoing focus to reduce expenditures throughout the organization.

Under its share repurchase program, AutoZone repurchased 816 thousand shares of its common stock for $90.8 million during the first quarter, at an average price of $111 per share. The Company has approximately $130 million remaining under its current share repurchase authorization.

The Company's adjusted inventory per store, including supplier owned pay-on-scan inventory, as of November 18, 2006, was $503 thousand versus $495 thousand last year. Net inventory, defined as merchandise inventories less accounts payable, increased on a per store level to $60 thousand from $45 thousand last year.

"I'd like to thank our AutoZoners across the country for delivering record first quarter sales and EPS. While we're continuing to build momentum with our ongoing efforts to improve the customer shopping experience, driving measurable increases in customer service metrics, resulting sales improvements have been slower to materialize. As our financial model continues to be strong, we will maintain our disciplined approach to growing operating earnings and utilizing our capital effectively. Additionally, we believe our focus on driving our unique and powerful culture and refining our merchandise assortment during fiscal 2007 will positively impact sales for the foreseeable future," said Bill Rhodes, President and Chief Executive Officer.

During the quarter ended November 18, 2006, AutoZone opened 40 new stores and replaced 5 stores in the U.S. Additionally, the Company re-opened 1 of the remaining 4 U.S. stores closed due to hurricane-related damage in last year's first quarter. As of November 18, 2006, the Company had 3,812 stores in 48 states plus the District of Columbia and Puerto Rico in the U.S. and 100 stores in Mexico.

AutoZone is the leading retailer and distributor of automotive replacement parts and accessories in the United States. Each store carries an extensive product line for cars, sport utility vehicles, vans and light trucks, including new and remanufactured automotive hard parts, maintenance items, accessories, and non-automotive products. Many stores also have a commercial sales program that provides commercial credit and prompt delivery of parts and other products to local, regional and national repair garages, dealers, and service stations. AutoZone also sells the ALLDATA brand diagnostic and repair software. On the web, AutoZone sells diagnostic and repair information, and auto and light truck parts through www.autozone.com. AutoZone does not derive revenue from automotive repair or installation.

AutoZone will host a conference call this morning, Tuesday, December 5, 2006, beginning at 10:00 a.m. (EST) to discuss the first quarter results. Investors may listen to the conference call live and review supporting slides on the AutoZone corporate website, www.autozoneinc.com by clicking "Investor Relations," "Conference Calls." The call will also be available by dialing (210) 839-8923. A replay of the call and slides will be available on AutoZone's website. In addition, a replay of the call will be available by dialing (203) 369-1831 through Monday, December 11, 2006, at 11:59 p.m. (EST).

This release includes certain financial information not derived in accordance with generally accepted accounting principles ("GAAP"). These non-GAAP measures include total inventory, total inventory per store, adjusted debt, adjusted debt/EBITDAR, adjusted rent expense. The Company believes that the presentation of these non-GAAP measures provides information that is useful to investors as it indicates more clearly the Company's comparative year-to-year operating results, but this information should not be considered a substitute for any measures derived in accordance with GAAP. Management manages the Company's debt levels to a ratio of adjusted debt to EBITDAR and manages cash flows available for share repurchase by monitoring cash flows before share repurchases, as shown on the attached tables. This is important information for the Company's management of its debt levels and share repurchases. We have included a reconciliation of this information to the most comparable GAAP measures in the accompanying rec onciliation tables.

Certain statements contained in this press release are forward-looking statements. Forward-looking statements typically use words such as "believe," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy," and similar expressions. These are based on assumptions and assessments made by our management in light of experience and perception of historical trends, current conditions, expected future developments and other factors that we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation: competition; product demand; the economy; the ability to hire and retain qualified employees; consumer debt levels; inflation; weather; raw material costs of our suppliers; energy prices; war and the prospect of war, including terrorist activity; availability of consumer transportation; construction delays; access to available and feasible financing; and changes in laws or regulations. Forw ard-looking statements are not guarantees of future performance and actual results; developments and business decisions may differ from those contemplated by such forward-looking statements, and such events could materially and adversely affect our business. Forward-looking statements speak only as of the date made. Except as required by applicable law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may materially differ from anticipated results. Please refer to the Risk Factors section of AutoZone's Form 10-K for the fiscal year ended August 26, 2006, for more information related to those risks.

AutoZone's 1st Quarter Highlights - Fiscal 2007

Condensed Consolidated Statements of Operations
1st Quarter
(in thousands, except per share data)

	GAAP Results	
	12 Weeks Ended November 18, 2006	12 Weeks Ended November 19, 2005
Net sales	$1,393,069	$1,338,076
Cost of sales	707,774	682,547
Gross profit	685,295	655,529
Operating, SG&A expenses	462,299	450,236
Operating profit (EBIT)	222,996	205,293
Interest expense, net	27,093	23,739
Income before taxes	195,903	181,554
Income taxes	72,014	67,180
Net income	$ 123,889	$ 114,374
Net income per share:		
Basic	$ 1.74	$ 1.49
Diluted	$ 1.73	$ 1.48
Weighted average shares outstanding:		
Basic	71,082	76,588
Diluted	71,813	77,152

Selected Balance Sheet Information
(in thousands)

	November 18, 2006	November 19, 2005	August 26, 2006
Merchandise inventories	$ 1,883,348	$ 1,681,015	$ 1,846,650
Current assets	2,157,294	2,000,758	2,118,927
Property and equipment, net	2,096,377	1,965,632	2,051,308
Total assets	4,611,685	4,339,831	4,526,306
Accounts payable	1,649,632	1,514,571	1,699,667
Current liabilities	2,047,289	1,844,868	2,054,568
Debt	1,858,921	1,789,775	1,857,157
Stockholders' equity	537,838	521,282	469,528
Working capital	110,005	155,890	64,359

Adjusted Debt / EBITDAR (Trailing 4 Qtrs)

	November 18, 2006	November 19, 2005
Net income	$ 578,790	$ 562,870
Add: Interest	111,243	104,392
Taxes	337,595	297,382
EBIT	1,027,628	964,644
Add: Depreciation	144,203	140,756
Rent expense*	144,238	154,203
Option expense	17,933	3,739
EBITDAR	$1,334,002	$1,263,342

Debt	$1,858,921	$1,789,775
Capital lease obligations**	26,053	--
Add: Adjusted rent x 6***	823,425	796,056
Adjusted debt	$2,708,399	$2,585,831
Adjusted debt to EBITDAR	2.0	2.0

* The second quarter of fiscal 2005 rent expense includes a $21.5 million non-cash adjustment associated with accounting for leases and leasehold improvements.

** At the beginning of fiscal 2007, the Company converted the majority of its vehicles accounted for as operating leases to capital leases.

*** Adjusted rent is defined as GAAP rent expense less the impact from the cumulative lease accounting adjustment recorded in the second quarter of fiscal year 2005 and excludes the rent expense associated with operating leases converted to capital leases in fiscal 2007.

Selected Cash Flow Information

(in thousands)

	12 Weeks Ended November 18, 2006	12 Weeks Ended November 19, 2005
Depreciation	$ 35,554	$ 30,816
Capital spending	$ 52,198	$ 58,457
Cash flow before share repurchases:		
Net increase (decrease) in cash and cash equivalents	$ (18,199)	$ 6,568
Subtract increase (decrease) in debt	1,764	(72,075)
Subtract share repurchases	(90,767)	(9,787)
Cash flow before share repurchases and changes in debt	$ 70,804	$ 88,430

Other Selected Financial Information

(in thousands)

	November 18, 2006	November 19, 2005
Cumulative share repurchases ($)	$ 4,770,598	$ 4,111,553
Cumulative share repurchases (shares)	94,038	87,158
Shares outstanding, end of quarter	70,659	76,682

	Trailing 4 Quarters November 18, 2006	Trailing 4 Quarters November 19, 2005
Net income	$ 578,790	$ 562,870
Add: After-tax interest	70,261	65,934
After-tax rent	91,100	97,395
After-tax return	740,151	726,199
Average debt	1,910,896	1,965,684
Average capital lease obligations****	6,187	--
Average equity	534,372	365,095
Adjusted rent x 6	865,425	796,056
Pre-tax invested capital	3,316,881	3,126,835
Return on Invested Capital (ROIC)	22.3%	23.2%

**** Average of the capital lease obligations relating to vehicle capital leases entered into at the beginning of fiscal 2007 is computed as the average over the trailing 4 quarters. Rent expense associated with the vehicles prior to the conversion to capital leases is included in the adjusted rent for purposes of calculating return on invested capital.

AutoZone's 1st Quarter Fiscal 2007
Selected Operating Highlights

Store Count & Square Footage

	12 Weeks Ended November 18, 2006	12 Weeks Ended November 19, 2005
Domestic stores:		
Store count:		
Stores opened	40	33
Store closures	-	-
Re-opened hurricane stores	1	-
Hurricane-related store closures	-	13
Replacement stores	5	3
Total domestic stores	3,812	3,612
Stores with commercial sales	2,140	2,103
Square footage (in thousands):	24,300	22,937
Square footage per store	6,375	6,350
Mexico stores:		
Stores opened	-	3
Total stores in Mexico	100	84
Total stores chainwide	3,912	3,696

Sales Statistics (Domestic Stores Only)

	12 Weeks Ended Nov. 18, 2006	Nov. 19, 2005
Total retail sales ($ in thousands)	$ 1,171,084	$ 1,126,631
% Increase vs. LY retail sales	4%	4%
Total commercial sales ($ in thousands)	$ 160,682	$ 160,425
% Increase vs. LY commercial sales	0%	(2%)
Sales per average store ($ in thousands)	$ 351	$ 357
Sales per average square foot	55	56

	Trailing 4 quarters Nov. 18, 2006	Nov. 19, 2005
Total retail sales ($ in thousands)	$ 5,033,718	$ 4,840,521
% Increase vs. LY retail sales	4%	2%
Total commercial sales ($ in thousands)	$ 708,971	$ 714,968
% Increase vs. LY commercial sales	(1%)	(3%)
Sales per average store ($ in thousands)	$ 1,547	$ 1,574
Sales per average square foot	243	248

	12 Weeks Ended November 18, 2006	12 Weeks Ended November 19, 2005
Same store sales	0.3%	0.8%

Inventory Statistics (Total Stores)

	as of November 18, 2006	as of November 19, 2005
Accounts payable/inventory	87.6%	90.1%
($ in thousands)		
Inventory*	$ 1,883,348	$ 1,681,015
Pay-on-scan inventory	85,146	148,834
Total inventory	$ 1,968,494	$ 1,829,849

Total inventory per store	$ 503	$ 495
Net inventory (net of payables)	$ 233,716	$ 166,444
Net inventory / store	$ 60	$ 45

* This is reported balance sheet inventory

	Trailing 4 Quarters	
	November 18, 2006	November 19, 2005
Inventory turns**	1.7 x	1.8 x

** Inventory turns is calculated as cost of sales divided by the average of the beginning and ending merchandise inventories. The calculation includes cost of sales related to pay-on-scan sales, which were $169.4MM for the trailing 52 weeks ended November 18, 2006 and $246.0MM for the trailing 52 weeks ended November 19, 2005.

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