

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)
4. Statement for Month/Year
October 1998
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President
 & Chief Operating Officer
7. Individual or Joint/Group Filing (Check Applicable Line)
 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) Transaction Date (Month/Day/Year) | 3) Transaction Code | 4) Securities Acquired or Disposed of (A) or (D) Amount | 5) Amount of Securities Beneficially Owned at End of Month | 6) Nature of Indirect or Beneficial Ownership | 7) Nature of Indirect or Beneficial Ownership |
|----------------------|--------------------------------------|---------------------|---------------------------------------------------------|------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| Common Stock | 10/16/98 | P | 2,000 | A \$26.0000 | 9,402 | 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) Transaction Date | 4) Transaction Code | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date | 7) Nature of Indirect or Beneficial Ownership |
|---------------------------------|--------------------------------------------------------|---------------------|---------------------|--------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------|
| | | | | | | |

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) Transaction Date | 7) Title and Amount of Underlying Securities | 8) Price of Derivative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) Nature of Indirect or Beneficial Ownership | 11) Nature of Indirect or Beneficial Ownership |
|---------------------------------|---------------------|----------------------------------------------|---------------------------------|-----------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| | | Title | Amount or Number of Shares | | | |

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Vargo, Timothy D.
By: /s/ Harry L. Goldsmith, as Attorney-in-Fact
DATE November 9, 1998

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 on Form 3, Form 4 and Form 5 under Section 16 of the Securities and 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, and 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 as of the date indicated below and shall remain effective for so long as the undersigned shall be an officer or director of AutoZone, Inc., unless sooner revoked by the undersigned in writing.

Timothy D. Vargo

/s/ Timothy D. Vargo

Dated: March 15, 1995