

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

March 18, 1997
Date of Report (Date of earliest event reported)

AUTOZONE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

1-10714
(Commission File Number)

62-1482048
(I.R.S. Employer
Identification No.)

123 South Front Street, Memphis, Tennessee 38103
(Address of Principal Executive Offices)(Zip Code)

(901) 495-6500
(Registrant's Telephone Number, Including Area Code)

(Not applicable)
(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 18, 1997, the Company made the announcement in the Press Release at Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated March 18, 1997.

SIGNATURES

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

AUTOZONE, INC.

Date: March 18, 1997

By: /s/ Harry L. Goldsmith

Harry L. Goldsmith
Senior Vice President
& Secretary

[AUTOZONE logo]
123 S. Front Street, Memphis, TN 38103-3607 (901) 495-6500
Fax: (901) 495-8300

NEWS:

For Immediate Release

Financial Contact: Emma Jo Kauffman
(901) 495-7005
Media Contact: Lesley Hartney
(901) 495-7304

AUTOZONE CHAIRMAN J.R. HYDE III RETIRES;
CEO JOHN ADAMS ELECTED CHAIRMAN & CEO;
COO TIM VARGO ELECTED PRESIDENT & COO

MEMPHIS, TN (March 18, 1997) -J.R. Hyde III, chairman of AutoZone Inc. (NYSE Symbol: AZO) announced his retirement as chairman at an AutoZone board of directors meeting today. Mr. Hyde, 54, remains an active director and major shareholder. He currently owns about 8.2% of the company's common shares outstanding. Mr. Hyde is the founder of AutoZone and has been the chairman of AutoZone, and previously its former parent company, Malone & Hyde Inc., for over 25 years.

Johnston C. Adams Jr., previously chief executive officer and president, was elected chairman and chief executive officer. Timothy D. Vargo, previously vice chairman and chief operating officer, was elected president and chief operating officer. Both Mr. Adams, 49, and Mr. Vargo, 45, are also members of the board of directors.

"I wish to express my thanks to Pitt for his visionary leadership," said Mr. Adams. "His vision has enabled our company to grow from one store and a handful of AutoZoners to over 1,500 stores and 26,000 AutoZoners. Pitt has built a culture based on caring deeply about customers, AutoZoners and the communities in which we work. I am delighted that I will continue to receive the benefit of his advice and counsel as a director and major shareholder."

"I based my decision to retire on the high confidence I have in John Adams and Tim Vargo," Mr. Hyde said. "They have quickly and effectively established themselves as leaders of the company and now head the strongest management team in the industry."

"Additionally, my recent prostate cancer surgery, although completely successful, has reminded me how tenuous life can be," Mr. Hyde added. "Having spent over 30 years devoting the vast majority of my time to Malone & Hyde and AutoZone, I now want to focus on my family and friends and to pursue a variety of civic, charitable and personal interests. I also look forward to my continued involvement with the company as a director and shareholder."

AutoZone sells auto parts, chemicals and accessories through its chain of 1,516 retail stores in 29 states.

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