

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) AND (c) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)  
(Amendment No. 6)(1)

AUTOZONE, INC.

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(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

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(Title of Class of Securities)

053332-10-2

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(CUSIP Number)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

KKR ASSOCIATES, L.P.  
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]  
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(3) SEC USE ONLY  
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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 11,739,030	-----
	(6)	SHARED VOTING POWER -0-	-----
	(7)	SOLE DISPOSITIVE POWER 11,739,030	-----
	(8)	SHARED DISPOSITIVE POWER -0-	-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,739,030  
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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES [ ]  
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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.7%  
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(12) TYPE OF REPORTING PERSON  
PN  
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## ITEM 1.

- (a) NAME OF ISSUER:  
AutoZone, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
123 South Front Street  
Memphis, Tennessee 38103

## ITEM 2.

- (a) NAME OF PERSONS FILING:  
KKR Associates, L.P.
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:  
c/o Kohlberg Kravis Roberts & Co.  
9 West 57th Street  
New York, New York 10019
- (c) CITIZENSHIP:  
New York
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock, par value \$.01 per share
- (e) CUSIP NUMBER:  
055332-10-2

ITEM 3. Not applicable

## ITEM 4. OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED:  
As of December 31, 1997, KKR Associates, L.P., a New York limited partnership, was the record owner of 11,739,030 shares of AutoZone, Inc. Henry R. Kravis, George R. Roberts, Paul E. Raether, Robert I. MacDonnell, Michael W. Michelson, James H. Greene, Jr., Michael T. Tokarz, Edward A. Gilhuly, Perry Golkin, Clifton S. Robbins and Scott Stuart are the general partners of KKR Associates, L.P., and Messrs. Kravis and Roberts are also the members of the Executive Committee of KKR Associates, L.P., and in such capacity may be deemed to share beneficial ownership of any shares of common stock of

AutoZone, Inc., beneficially owned or deemed to be beneficially owned by KKR Associates, L.P., but disclaim any such beneficial ownership.

(b) PERCENT OF CLASS:

7.7%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Sole power to vote or direct the vote:

11,739,030

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

11,739,030

(iv) Shared power to dispose or to direct the disposition of:

-0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 1998

KKR ASSOCIATES, L.P.

By: /s/ Salvatore Badalamenti

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Name: Salvatore Badalamenti  
Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit 24 - Power of Attorney

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## POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint Salvatore Badalamenti as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned, (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR 1996 Fund L.P. or KKR Associates L.P. (including any amendments or supplements to any reports from schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

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Name: Henry R. Kravis

January 31, 1997