

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)(1)

AUTOZONE, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

053332-10-2
(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. Names of Reporting Persons
S.S. or I.R.S. Identification No. of Above Persons

PITTCO ASSOCIATES, L.P.

2. Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 9,387,317
	6. Shared Voting Power -0-
	7. Sole Dispositive Power 9,387,317
	8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,387,317

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9)

6.2%

12. Type of Reporting Person

PN

1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of Above Persons

PITTCO ASSOCIATES II, L.P.

2. Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 708,227
	6. Shared Voting Power -0-
	7. Sole Dispositive Power 708,227
	8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

708,227

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person

PN

1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of Above Persons

KKR PARTNERS II, L.P.

2. Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 132,050
	6. Shared Voting Power -0-
	7. Sole Dispositive Power 132,050
	8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

132,050

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

PN

ITEM 1.

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

ITEM 2.

- (a) NAME OF PERSONS FILING:
Pittco Associates, L.P.
Pittco Associates II, L.P.
KKR Partners II, 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:
Pittco Associates, L.P. -- Delaware
Pittco Associates II, L.P. -- Delaware
KKR Partners II, L.P. -- Delaware
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock, par value \$.01 per share
- (e) CUSIP NUMBER:
053332-10-2

ITEM 3. Not applicable

ITEM 4. OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED:
KKR Associates, L.P., a New York limited partnership, is the sole general partner of Pittco Associates, L.P., a Delaware limited partnership, Pittco Associates II, L.P., a Delaware limited partnership, and KKR Partners II, L.P., a Delaware limited partnership, in which capacity it may be deemed to be the beneficial owner of the shares of AutoZone, Inc. common stock beneficially owned by Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners

II, L.P. As of December 31, 1996, (i) Pittco Associates, L.P. was the record owner of 9,387,317 shares of common stock of AutoZone, Inc.; (ii) Pittco Associates II, L.P. was the record owner of 708,227 shares of common stock of AutoZone, Inc.; and (iii) KKR Partners II, L.P. was the record owner of 132,050 shares of common stock of AutoZone, Inc. In addition to the foregoing, as of December 31, 1996, KKR Associates, L.P. was the record holder of 9,680,894 shares of common stock 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. that KKR Associates, L.P. may beneficially own or be deemed to beneficially own, but disclaim any such beneficial ownership.

(b) PERCENT OF CLASS:

See Item 11 of each cover page.

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

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

See Item 5 of each cover page.

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

See Item 6 of each cover page.

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

See Item 7 of each cover page.

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

See Item 8 of each cover page.

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

See Item 4 above.

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

Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners II, L.P. are Delaware limited partnerships, the sole general partner of each of which is KKR Associates, L.P., a New York limited partnership. As the sole general partner of each of Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners II, L.P., KKR Associates, L.P. may be deemed to be the beneficial owner of the securities held by such limited partnerships. Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners II, L.P. may be deemed to be a group in relation to their respective investments in AutoZone, Inc. Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners II, L.P. do not affirm the existence of a group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURES

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, 1997

PITTCO ASSOCIATES, L.P.

By: KKR ASSOCIATES, L.P.
Its: General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly
Title: General Partner

PITTCO ASSOCIATES II, L.P.

By: KKR ASSOCIATES, L.P.
Its: General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly
Title: General Partner

KKR PARTNERS II, L.P.

By: KKR ASSOCIATES, L.P.
Its: General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly
Title: General Partner

EXHIBITS

Exhibit 1 - Joint Filing Agreement (incorporated by reference to Exhibit 1 to the Statements on Schedule 13G of Pittco Associates, L.P., Pittco Associates II, L.P. and KKR Partners II, L.P. filed on February 14, 1992).