

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)
 Keegan, James F.
 1461 Crestwood Drive
 Memphis, TN 38119
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
 June 1999
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)
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) Trans- action Date (Month/ Day/Year)	3) Trans- action Code Code V	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect Beneficial Ownership D or I	7) Nature of Indirect Beneficial Ownership D or I
Common Stock (1)	03/01/99	A V	211.0	A \$34.3438	D	
Common Stock (1)	06/01/99	A V	252.0	A \$28.6875	D	
Common Stock				800.0	I	by Spouse (2)

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) Trans- action Date	4) Trans- action Code Code V A	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date Exercisable Expiration

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) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Nature of Indirect Beneficial Ownership D or I	11) Nature of Indirect Beneficial Ownership D or I

Explanation of Responses:

- (1)
 Granted in accordance with the AutoZone, Inc., Directors Compensation Plan.
- (2)
 The reporting person disclaims beneficial ownership of these shares.

SIGNATURE OF REPORTING PERSON
 /s/ James F. Keegan
 DATE July 9, 1999