

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

December 6, 1996
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 December 6, 1996, 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 December 6, 1996.

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: December 6, 1996

By: /s/ Harry L. Goldsmith

Harry L. Goldsmith
Vice President &
Secretary

[AUTOZONE LOGO]

NEWS:
FOR IMMEDIATE RELEASE

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AUTOZONE 1ST QUARTER EPS \$0.25 VS. \$0.23; 54 NEW STORES OPEN
ADAMS TO ADD CEO POST; HYDE REMAINS CHAIRMAN

MEMPHIS, TN (December 6, 1996) - J.R. Hyde III, chairman and chief executive of AutoZone Inc. (NYSE symbol: AZO), announced AutoZone's net income for the 12 weeks ended November 23, 1996, increased 9% to \$38.0 million from \$34.8 million for the fiscal first quarter of 1996. Earnings per share increased 9% to \$0.25 from \$0.23.

Sales for the fiscal first quarter rose 23% to \$569.1 million from \$463.0 million. Comparable store sales, or sales at stores opened prior to the start of fiscal 1996, rose 7%, compared to a 5% increase in the prior year's first quarter.

"We think our AutoZoners did an exceptional job in the quarter, given the soft industry sales to do-it-yourselfers caused by adverse weather and the costs associated with our accelerated rollout of our new commercial sales program," Mr. Hyde said. "We are optimistic that our commercial sales program will pay off in the second half of fiscal 1997."

During the quarter, AutoZone opened 54 net new stores and five replacement stores, compared with 50 net new stores and seven replacement stores in the same period last year. "We're on track to open 335 new stores in fiscal 1997," Mr. Hyde said.

The company also announced that Mr. Hyde will pass his chief executive title to Johnston C. Adams Jr., 48, at the board of directors meeting on December 12, 1996. Mr. Hyde will remain chairman of AutoZone. As previously announced, Mr. Adams will also be elected president at that board meeting. The board of directors will also elect Vice Chairman Timothy D. Vargo, 44, to the additional post of chief operating officer, a title which is currently held by Mr. Adams. Both Mr. Adams and Mr. Vargo are currently members of the board.

"I have total confidence in the management team led by John Adams and Tim Vargo, and as chairman, I will remain an active member of this team," Mr. Hyde said. Mr. Hyde owns approximately 8% of the company's outstanding stock.

AutoZone sells auto parts, chemicals and accessories through its chain of 1,477 retail stores in 29 states.

*** FINANCIAL HIGHLIGHTS FOLLOW ***

123 South Front Street, Memphis, TN 38103 (901) 495-6500, FAX (901) 495-8300

AUTOZONE FISCAL 1ST QUARTER FINANCIAL HIGHLIGHTS
(in thousands, except per-share data)

	12 Weeks Ended November 23, 1996	12 Weeks Ended November 18, 1995
Net sales	\$569,145	\$463,029
Gross profit	\$240,298	\$193,220
Operating profit	\$61,898	\$55,397
Income before income taxes	\$60,725	\$55,397
Net income	\$37,975	\$34,797
Net income per share	\$0.25	\$0.23
Average shares outstanding, including common stock		

equivalents

152,394

149,847
