

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)  
Goldsmith, Harry L.  
123 South Front Street  
Memphis, TN 38103
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  
January 1997
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
Senior Vice President  
& Secretary
7. Individual or Joint/Group Filing (Check Applicable Line)  
[X] 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) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Date Exercisable or I	7) Nature of Indirect or Beneficial Ownership
Common Stock	12/26/96	W V	50	A \$0.0000		D
Common Stock	12/31/96	B(1) V	171	A \$23.3750	2,613	D

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) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
Non-Qualified Stock Option (right to buy)(2)	\$20.1250	01/07/97	A V	40,000	(3) 01/08/07

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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Date Exercisable or I	11) Nature of Indirect or Beneficial Ownership
Non-Qualified Stock Option (right to buy)(2)	01/07/97	Common Stock		40,000		D

Explanation of Responses:

- (1) Shares acquired in accordance with the AutoZone, Inc., Stock Purchase Plan.
- (2) Non-Qualified Stock Options granted in accordance with the AutoZone, Inc., 1996 Stock Option Plan.
- (3) Stock options vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, respectively.

SIGNATURE OF REPORTING PERSON  
/S/ HARRY L. GOLDSMITH  
DATE 2/10/97