

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. ____)*

Autozone, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

053332102

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7).

*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).

CUSIP No.

13G

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

W.P. Stewart & Co., Ltd.* Tax I.D. # - not applicable
*[Effective 7/1/98, W.P. Stewart & Co., Inc., a Delaware corporation, was merged with and into W.P. Stewart & Co., Ltd., a Bermuda corporation ("WPSL"), with WPSL as the surviving entity in the merger.]

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER 15,430,000
6	SHARED VOTING POWER None
7	SOLE DISPOSITIVE POWER 15,430,000
8	SHARED DISPOSITIVE POWER None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,430,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 $15,430,000/151,310,000 = 10.20\%$

12 TYPE OF REPORTING PERSON*
Investment Adviser

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1. (a) Name of Issuer:
Autozone, Inc.

(b) Address of Issuer's Principal Executive Offices:
123 South Front Street, Memphis, TN 38103

Item 2. (a) Name of Person Filing:
W.P. Stewart & Co., Ltd.

*[Effective 7/1/98, W.P. Stewart & Co., Inc., a Delaware corporation, was merged with and into W.P. Stewart & Co., Ltd., a Bermuda corporation ("WPSL"), with WPSL as the surviving entity in the merger.]
(b) Address of Principal Business Office:
129 Front Street Hamilton HM 12

(c) Citizenship:
Bermudian

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
053332102

Item 3. (a) Broker or Dealer registered under Section 15 of the Act
(e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4. Ownership.
(a) Amount Beneficially Owned:
15,430,000

(b) Percent of Class:
10.20%

(c) Number of shares as to which such person has:

(i)	sole power to vote or to direct the vote	15,430,000 -----
(ii)	shared power to vote or to direct the vote	none -----
(iii)	sole power to dispose or to direct the disposition of	15,430,000 -----
(iv)	shared power to dispose or to direct the disposition	none -----

Item 5. Not Applicable

Item 6. W.P. Stewart & Co., Ltd. is deemed to be a beneficial owner for purpose of Rule 13(d) since it has the power to make investment decisions over securities for many unrelated clients. W.P. Stewart & Co., Ltd. does not, however have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities. No client has an interest that relates to 5% or more of this security.

Item 7. Not Applicable

Item 8. Not Applicable

Item 9. Not Applicable

Item 10. Not Applicable

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose, or effect.

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.

12/8/98

Date:

/s/LISA LEVEY

Signature

Lisa Levey - General Counsel

Name/Title