

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GOLDSMITH HARRY L</u>  (Last) (First) (Middle) <u>123 SOUTH FRONT STREET</u>  (Street) <u>MEMPHIS TN 38103</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [ AZO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) Exec. VP, Sec. & Gen Cnsl
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2006		M		20,000	A	\$20.125	28,310	D	
Common Stock	03/03/2006		S		100	D	\$96.58	28,210	D	
Common Stock	03/03/2006		S		100	D	\$96.74	28,110	D	
Common Stock	03/03/2006		S		100	D	\$96.41	28,010	D	
Common Stock	03/03/2006		S		200	D	\$96.96	27,810	D	
Common Stock	03/03/2006		S		200	D	\$96.94	27,610	D	
Common Stock	03/03/2006		S		200	D	\$96.6	27,410	D	
Common Stock	03/03/2006		S		200	D	\$96.76	27,210	D	
Common Stock	03/03/2006		S		300	D	\$96.63	26,910	D	
Common Stock	03/03/2006		S		300	D	\$96.55	26,610	D	
Common Stock	03/03/2006		S		300	D	\$96.79	26,310	D	
Common Stock	03/03/2006		S		300	D	\$96.9	26,010	D	
Common Stock	03/03/2006		S		300	D	\$96.56	25,710	D	
Common Stock	03/03/2006		S		300	D	\$96.73	25,410	D	
Common Stock	03/03/2006		S		300	D	\$96.65	25,110	D	
Common Stock	03/03/2006		S		300	D	\$96.8	24,810	D	
Common Stock	03/03/2006		S		300	D	\$96.49	24,510	D	
Common Stock	03/03/2006		S		400	D	\$96.57	24,110	D	
Common Stock	03/03/2006		S		600	D	\$96.84	23,510	D	
Common Stock	03/03/2006		S		600	D	\$96.59	22,910	D	
Common Stock	03/03/2006		S		700	D	\$96.68	22,210	D	
Common Stock	03/03/2006		S		700	D	\$96.77	21,510	D	
Common Stock	03/03/2006		S		900	D	\$96.95	20,610	D	
Common Stock	03/03/2006		S		900	D	\$96.92	19,710	D	
Common Stock	03/03/2006		S		1,100	D	\$96.91	18,610	D	
Common Stock	03/03/2006		S		1,100	D	\$96.45	17,510	D	
Common Stock	03/03/2006		S		1,300	D	\$96.46	16,210	D	
Common Stock	03/03/2006		S		1,900	D	\$96.93	14,310	D	
Common Stock	03/03/2006		S		5,300	D	\$96.97	9,010	D	
Common Stock								1,400	I	By Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Options (right to buy) <sup>(1)</sup>	\$20.125	03/03/2006		M			20,000	(2)	01/08/2007	Common Stock	20,000	\$0	0	D	

**Explanation of Responses:**

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, respectively

**Remarks:**

Harry L. Goldsmith

03/03/2006

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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