

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended May 9, 1998, or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission file number 1-10714

AUTOZONE, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

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, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, \$.01 Par Value - 152,734,031 shares as of June 19, 1998.

NOTE: This Form 10-Q/A is being filed solely to restate the Financial Data Schedules which relate to financial information of the Registrant which has been restated for the purpose of conforming to Financial Accounting Standard No. 128 and Rule 601(c) of Regulation S-K.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

The following exhibits are filed as part of this report:

3.1 Articles of Incorporation of AutoZone, Inc. Incorporated by reference to Exhibit 3.1 to the Form 10-K for the fiscal year ended August 27, 1994.

3.2 Amendment to Articles of Incorporation of AutoZone, Inc., dated December 16, 1993, to increase its authorized shares of common stock to 200,000,000. Incorporated by reference to Exhibit 3.2 to the Form 10-K for the fiscal year ended August 27, 1994.

3.3 By-laws of AutoZone, Inc. Incorporated by reference to Exhibit 3.2 to the Registration Statement filed by the Company under the Securities Act of 1933 (No. 33-45649) (the February 1992 Form S-1.)

4.1 Form of Common Stock Certificate. Incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 2 to the February 1992 Form S-1.

*4.2 Registration Rights Agreement, by and among AutoZone, Inc. and J. Dale Dawson and Judith S. Dawson dated May 1, 1998.

*10.1 Credit Agreement dated as of February 23, 1998 among AutoZone, Inc. the several lenders from time to time party thereto, and NationsBank, N.A. as Agent and Suntrust Bank, Nashville, N.A. as Documentation Agent.

*27.1 Financial Data Schedule (SEC Use Only) Incorporated by reference to the Exhibit 27.1 of the Form 10-Q for the quarter ended May 9, 1998.

*27.2 Restated Financial Data Schedule (SEC Use Only)

27.3 Restated Financial Data Schedule (SEC Use Only)

*Exhibit previously filed with the Form 10-Q dated June 23, 1998.

(b) Reports on Form 8-K

None

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 thereunto duly authorized.

AUTOZONE, INC.

By: /s/ Michael E. Butterick

Michael E. Butterick
Vice President, Controller-Customer Satisfaction
(Principal Accounting Officer)

Dated: July 2, 1998

EXHIBIT INDEX

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This Schedule contains summary financial information extracted from the financial statements for the quarters ended August 31, 1996, November 23, 1997, August 30, 1997, and November 22, 1997 and is qualified in its entirety by reference to such financial statements.

1000

YEAR	3-MOS		YEAR	3-MOS	
AUG-31-1996	AUG-31-1996	NOV-23-1996	AUG-30-1997	AUG-30-1997	NOV-22-1997
	3904	3878		4668	4365
	0	0		0	0
	15466	18280		18713	22384
	0	0		0	0
	555894	610480		709446	724859
	613097	676717		778802	796923
	1061166	1115282		1336911	1419667
	198292	215531		255783	287646
	1498397	1600410		1884017	1954275
	612878	541134		592452	602902
	0	0		0	0
	0	0		0	0
	1501	1503		1513	1520
	864081	904985		1073695	1130246
1498397	1600410	1884017		1954275	
	2242633	569145		2691440	675274
	1307638	328847		1559296	394833
	666061	178400		810793	201793
	0	0		0	0
	1969	1173		8843	2502
	266965	60725		312508	76146
	99800	22750		117500	28600
	167165	37975		195008	47546
	0	0		0	0
	0	0		0	0
	0	0		0	0
	167165	37975		195008	47546
	1.13	.25		1.29	.31
	1.11	.25		1.28	.31