Edgar Filing: GRAVES EARL G JR - Form 4

GRAVES E	EARL G JR										
Form 4											
March 01, 2	2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OND	3235-0287		
Check t	his box		Wa	shington	, D.C. 20)549		Number:			
if no longer subject to statement of CHANGES IN BENEFICIAL OWNERSHIP OF						Expires:	January 31, 2005				
subject	10	VIENI OF	CHA			ICIAL O	WNERSHIP OF	Estimated			
	Section 16. SECURITIES							burden hou	•		
Form 5		rsuant to S	ection	16(a) of th	e Securi	ties Excha	nge Act of 1934,	response	. 0.5		
obligati	ons Section 17						of 1935 or Secti				
may cor <i>See</i> Inst	itinue.			•	•	ny Act of 1		on			
1(b).	ruction	()			F						
(Print or Type	Responses)										
	Address of Reporting	Person [*]	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
GRAVES	EARL G JR		Symbol				Issuer				
			AUTO	ZONE IN	C [AZO]	(Ch	eck all applicabl	k all applicable)		
(Last) (First) (Middle)			3. Date of	of Earliest T	ransaction						
		(Month/Day/Year)				XDirector10% Owner					
123 SOUTH FRONT STREET			03/01/2	2005			Officer (give titleOther (specify below) below)				
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			onth/Day/Yea	-		Applicable Line)					
				·			_X_ Form filed by				
MEMPHIS	, TN 38103						Person	More than One R	eporting		
(City)	(State)	(Zip)	T 1			a		6 D C .			
(010)		-		ole I - Non-I			cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3. T	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution 1 any	Date, 11	TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(111541: 5)		(Month/Day/Year)		(Instr. 8)	(Instr. 3,		Owned	(I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(s)				
						or	(Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
							spond to the colle		SEC 1474		
							tained in this forn ond unless the fo		(9-02)		

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(]

	Derivative Security					(A) orDisposed(D)(Instr. 3, and 5)					
			C	ode	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights (1)	\$ 0	03/01/2005	1	ł		103.8		(2)	(3)	Common Stock	103.8

Reporting Owners

Reporting Owner Name / AddressRelationshipDirector10% OwnerOfficerOGRAVES EARL G JR
123 SOUTH FRONT STREET
MEMPHIS, TN 38103XVerset

Signatures

/s/ Earl G. Graves, Jr. 03/01/2005

<u>**</u>Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.
- (2) Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
- (3) Stock Appreciation Rights do not expire.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.