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Form 4 March 01, 2											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	OMB APPROVAL			
	UNITED	STATES	TES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr	ger o 16. or Filed pur ons stinue.	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES pursuant to Section 16(a) of the Securities Exchange Act of 1934, 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 average urs per . 0.5		
1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> POSTL JAMES J			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			AUTOZONE INC [AZO]				(Check all applicable)				
(Last) (First) (Middle) 123 SOUTH FRONT STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MEMPHIS	, TN 38103						Person		1 8		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each cla	iss of sec	urities bene	ficially ow	ned directly	or indirectly.				
	1				Perso inform	ns who res nation cont	spond to the collect tained in this form	are not	SEC 1474 (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)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights (1)	\$ 0	03/01/2005	А		129.7		(2)	(3)	Common Stock	129.7

Reporting Owners

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

 POSTL JAMES J
 123 SOUTH FRONT STREET
 X
 X
 X

 MEMPHIS, TN 38103
 Clause character
 X
 X
 X

Signatures

/s/ James J. Postl 03/01/2005 <u>**</u>Signature of Date Reporting Person

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.