

AUTOZONE INC

Form 4

July 14, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONGO MICHAEL E

(Last) (First) (Middle)

123 SOUTH FRONT STREET

(Street)

MEMPHIS, TN 38103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AUTOZONE INC [AZO]

3. Date of Earliest Transaction
(Month/Day/Year)
07/14/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Executive VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	07/14/2005		M		17,250	A	\$ 43.9	21,188	D
Common Stock	07/14/2005		M		1,500	A	\$ 43.9	22,688	D
Common Stock	07/14/2005		M		1,000	A	\$ 71.12	23,688	D
Common Stock	07/14/2005		M		3,000	A	\$ 24	26,688	D
Common Stock	07/14/2005		S		150	D	\$ 98.2	26,538	D

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Common Stock 07/14/2005 S 22,600 D \$ 97.87 3,938 D

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

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (Right to Buy) (1)	\$ 71.12	07/14/2005		M	1,000	(2) 09/06/2012	Common Stock	1,000
Incentive Stock Option (Right to Buy) (1)	\$ 43.9	07/14/2005		M	1,500	(3) 09/20/2011	Common Stock	1,500
Non-Qualified Stock Options (right to buy) (1)	\$ 24	07/14/2005		M	3,000	(4) 08/31/2009	Common Stock	3,000
Non-Qualified Stock Options (right to buy) (1)	\$ 43.9	07/14/2005		M	17,250	(3) 09/21/2011	Common Stock	17,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LONGO MICHAEL E 123 SOUTH FRONT STREET MEMPHIS, TN 38103	Executive VP

Signatures

/s/ Michael E.

Longo

07/14/2005

__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. 1996 Stock Option Plan.
- (2) Options exercisable in one-fourth increments on September 6, 2003, 2004, 2005, and 2006, respectively.
- (3) Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.
- (4) Options vest and are exercisable in one-third increments on August 31, 2002, 2003, and 2004, respectively.

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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