

AUTOZONE INC
Form 4
June 15, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSMITH HARRY L

(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)
06/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Sec and Genl Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/15/2005		M		10,000 A \$ 20.125	18,098	D
Common Stock	06/15/2005		S		300 D \$ 93.27	17,798	D
Common Stock	06/15/2005		S		600 D \$ 93.26	17,198	D
Common Stock	06/15/2005		S		100 D \$ 93.25	17,098	D
Common Stock	06/15/2005		S		100 D \$ 93.21	16,998	D

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Common Stock	06/15/2005	S	4,600	D	\$ 93.2	12,398	D	
Common Stock	06/15/2005	S	2,400	D	\$ 93.19	9,998	D	
Common Stock	06/15/2005	S	1,900	D	\$ 93.18	8,098	D	
Common Stock						1,400	I	by Trust

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

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(9-02)

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)	8. Amount or Number of Shares
Non-Qualified Stock Options (right to buy) <u>(1)</u>	\$ 20.125	06/15/2005		M	10,000	<u>(2)</u> 01/08/2007	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
GOLDSMITH HARRY L 123 SOUTH FRONT STREET MEMPHIS, TN 38103	Director 10% Owner Officer SVP, Sec and Genl Counsel

Signatures

/s/ Harry L. Goldsmith 06/15/2005

**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 vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, 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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