

VANDERLINDE DAISY L
 Form 4
 June 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
 VANDERLINDE DAISY 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)
 06/03/2005

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)
 Senior Vice President

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/03/2005		M		30,000 A \$ 26.14	31,667	D
Common Stock	06/03/2005		S		2,000 D \$ 91.8	29,667	D
Common Stock	06/03/2005		S		2,200 D \$ 91.81	27,467	D
Common Stock	06/03/2005		S		900 D \$ 91.82	26,567	D
Common Stock	06/03/2005		S		300 D \$ 91.83	26,267	D

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Common Stock	06/03/2005	S	300	D	\$ 91.84	25,967	D
Common Stock	06/03/2005	S	200	D	\$ 91.87	25,767	D
Common Stock	06/03/2005	S	300	D	\$ 91.88	25,467	D
Common Stock	06/03/2005	S	100	D	\$ 91.89	25,367	D
Common Stock	06/03/2005	S	3,300	D	\$ 91.91	22,067	D
Common Stock	06/03/2005	S	100	D	\$ 91.94	21,967	D
Common Stock	06/03/2005	S	1,800	D	\$ 91.95	20,167	D
Common Stock	06/03/2005	S	3,900	D	\$ 91.96	16,267	D
Common Stock	06/03/2005	S	400	D	\$ 91.9	15,867	D
Common Stock	06/03/2005	S	1,100	D	\$ 91.97	14,767	D
Common Stock	06/03/2005	S	4,100	D	\$ 91.98	10,667	D
Common Stock	06/03/2005	S	2,600	D	\$ 91.99	8,067	D
Common Stock	06/03/2005	S	1,600	D	\$ 92	6,467	D
Common Stock	06/03/2005	S	4,800	D	\$ 92.01	1,667	D

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

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Non-Qualified
Stock Option
(right to buy)
(1)

\$ 26.14

06/03/2005

M

30,000

(2)

03/07/2011

Common
Stock

30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANDERLINDE DAISY L 123 SOUTH FRONT STREET MEMPHIS, TN 38103			Senior Vice President	

Signatures

/s/ Daisy L.
Vanderlinde

06/03/2005

 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 March 6, 2002, 2003, 2004, and 2005, 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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