

AUTOZONE INC
Form 4
June 01, 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 *
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)
06/01/2005

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	06/01/2005		M		3,564 A \$ 27.25	11,662	D
Common Stock	06/01/2005		M		10,000 A \$ 20.125	21,662	D
Common Stock	06/01/2005		S		3,264 D \$ 90.87	18,398	D
Common Stock	06/01/2005		S		100 D \$ 90.85	18,298	D
Common Stock	06/01/2005		S		600 D \$ 90.82	17,698	D

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Common Stock	06/01/2005	S	300	D	\$ 90.81	17,398	D	
Common Stock	06/01/2005	S	1,100	D	\$ 90.8	16,298	D	
Common Stock	06/01/2005	S	1,000	D	\$ 90.79	15,298	D	
Common Stock	06/01/2005	S	500	D	\$ 90.78	14,798	D	
Common Stock	06/01/2005	S	500	D	\$ 90.77	14,298	D	
Common Stock	06/01/2005	S	300	D	\$ 90.72	13,998	D	
Common Stock	06/01/2005	S	800	D	\$ 90.71	13,198	D	
Common Stock	06/01/2005	S	200	D	\$ 90.7	12,998	D	
Common Stock	06/01/2005	S	300	D	\$ 90.69	12,698	D	
Common Stock	06/01/2005	S	4,000	D	\$ 90.64	8,698	D	
Common Stock	06/01/2005	S	200	D	\$ 90.63	8,498	D	
Common Stock	06/02/2005	S	400	D	\$ 90.65	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)
				Code V	(A) (D)		Title

						Date Exercisable	Expiration Date		Amount or Number of Shares
Non-Qualified Stock Options (right to buy) <u>(1)</u>	\$ 20.125	06/01/2005	M	10,000	<u>(2)</u>	01/08/2007	Common Stock	10,000	
Non-Qualified Stock Options (right to buy) <u>(3)</u>	\$ 27.25	06/01/2005	M	3,564	<u>(4)</u>	03/06/2006	Common Stock	3,564	

Reporting Owners

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

Signatures

/s/ Harry L. Goldsmith
06/01/2005

 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
- (3) Granted in accordance with the AutoZone, Inc. Amended and Restated Stock Option Plan.
- (4) Options vest and are exercisable in one-quarter increments on March 5, 2000, 2001, 2002 and 2003, respectively.

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.