

AUTOZONE INC  
Form 10-K/A  
December 09, 2005

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

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**FORM 10-K/A**

- Annual Report under section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended August 27, 2005, or
- Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-10714

**AUTOZONE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**62-1482048**  
(I.R.S. Employer Identification No.)

**123 South Front Street, Memphis, Tennessee 38103**  
(Address of principal executive offices) (Zip Code)

**(901) 495-6500**  
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock (\$0.01 par value)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K § 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  
Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$5,496,431,906.

The number of shares of Common Stock outstanding as of November 18, 2005, was 76,682,280.

#### **Documents Incorporated By Reference**

Portions of the definitive Proxy Statement to be filed within 120 days of August 27, 2005, pursuant to Regulation 14A under the Securities Exchange Act of 1934 for the Annual Meeting of Stockholders to be held December 14, 2005, are incorporated by reference into Part III. Portions of AutoZone, Inc.'s 2005 Annual Report, which is attached as Exhibit 13.1, are incorporated by reference into Part II and Part IV.

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### **EXPLANATORY NOTE**

This Form 10-K/A of AutoZone, Inc. amends the Annual Report on Form 10-K of the registrant for the registrant's fiscal year ended August 27, 2005. Specifically, this Form 10-K/A contains revised Section 302 certifications of the principal executive officer and the principal accounting officer, as the originally contained Section 302 certifications inadvertently omitted the paragraph 4(b) certification relating to internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). This certification is included as paragraph 4(b) of the Section 302 certifications in this filing. The corrected certifications, filed as Exhibits 31.1 and 31.2 to this filing, supersede Exhibits 31.1 and 31.2 as initially filed with the Form 10-K.

This Form 10-K/A does not reflect events occurring after the filing of the Form 10-K and, other than the filing of the corrected certifications mentioned above, does not modify or update the disclosures in the original Form 10-K in any way.

### **PART IV**

#### **Item 15. Exhibits, Financial Statement Schedules, and Reports On Form 8-K**

(a) The following documents are filed as part of this report:

##### **3. Exhibits**

- 31.1 Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Accounting Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AUTOZONE, INC.

By: /s/ William C. Rhodes, III

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William C. Rhodes, III  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: December 8, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ J. R. Pitt Hyde, III J. R. Pitt Hyde, III	Chairman of the Board, Director	December 8, 2005
/s/ William C. Rhodes, III William C. Rhodes, III	President, Chief Executive Officer, & Director (Principal Executive Officer)	December 8, 2005
/s/ Charlie Pleas, III Charlie Pleas, III	Vice President, Controller (Principal Accounting Officer)	December 8, 2005
/s/ Charles M. Elson Charles M. Elson	Director	December 8, 2005
/s/ Sue E. Gove Sue E. Gove	Director	December 8, 2005
/s/ Earl G. Graves, Jr. Earl G. Graves, Jr.	Director	December 8, 2005
/s/ N. Gerry House N. Gerry House	Director	December 8, 2005

/s/ Edward S. Lampert	Director	December 8, 2005
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Edward S. Lampert

/s/ W. Andrew McKenna	Director	December 8, 2005
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W. Andrew McKenna

3

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