| UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
|---|
| WASHINGTON, D.C. 20549 |
| FORM 4 |
| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
| () Check this box if no longer subject to Section 16. |
| Form 4 or Form 5 obligations may continue. See Instructions 1(b). |
| 1. Name and Address of Reporting Person |
| Stephen A. Odland |
| 123 South Front Street |
| TN, Memphis 38103 |
| 2. Issuer Name and Ticker or Trading Symbol |
| AutoZone, Inc. (AZO) |
| |

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year 9/30/2002
- 5. If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Chairman, President & Chief Executive Officer
 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-Deriva | 2110 00001 | | | | | | | | | | | |
|-----------------------------------|---|--------------------------------------|-----------------|---------------|---|---|---|--|---|---|---|---|
| 1. Title of Security | | 3. ansact te Co | tion | j or | ecurities Ar Disposed | of (D) | | Price | 5.Amount of Securities Beneficially Owned at End of Month | 6.Dir ect (D)or Indir ect(] | r İ r I | of Indirect ial Ownership |
| Common Stock 1 | 9/36 2002 | 9/ A 2 | | 895 | | | <i>†</i> 6 | 67.053 | 54118 | D | | |
| | | | | | | | | | | | | |
| Table II Derivativ | e Securiti | ites A | \cquir | red, | Disposed | of, or | Bene | ficially | Owned | | | |
| Table II Derivative | 2.Con- | 3. | 4. | 5 | · | | | | Owned .Title and Amount | | 9.Number | 10. 11.Nature of |
| 1.Title of Derivative | 2.Con- version | | 4. | 5 | 5.Number o | f De 6 | 3.Dat | e Exer 7 | .Title and Amount of Underlying | of Deri | of Deriva | Dir Indirect |
| 1.Title of Derivative | 2.Con- version or Exer | 3. | 4. | 5 | 5.Number of rivative s | f De 6 Secu 6 qui E | 6.Dat cisab Expir | e Exer 7 le and ation | .Title and Amount | of Deri | of Deriva tive | Dir Indirect ect Beneficial |
| 1.Title of Derivative Security | 2.Con- version or Exer cise | 3. Trans | 4. | 5 | 5.Number o rivative rities Ac red(A) or | f De 6 Secu c qui E Dis E | 6.Dat cisab Expir Date(| e Exer 7 le and ation Month/ | .Title and Amount of Underlying | of Deri vative Secu | of Deriva tive Securities | Dir Indirect ect Beneficial (D) Ownership |
| 1.Title of Derivative Security | 2.Con- version or Exer cise Price of | 3. Trans | 4. | 5 | 5.Number of rivative s | f De 6 Secu 6 qui E Dis E | 6.Dat cisab Expir Date(| e Exer 7 le and ation Month/ 'ear) | .Title and Amount of Underlying | of Deri vative Secu rity | of Deriva tive Securities Benefi | Dir Indirect ect Beneficial (D) Ownership or |
| 1.Title of Derivative Security | 2.Con- version or Exer cise Price of Deriva- | 3. Trans | 4. | 5 | 5.Number o rivative rities Ac red(A) or | f De 6 Secu 6 qui E Dis E D) E | 6.Dat cisab Expir Date(Day/Y | e Exer 7 cle and cation Month/ cear) Expir | .Title and Amount of Underlying Securities | of Deri vative Secu rity | of Deriva tive Securities Benefi ficially | Dir Indirect ect Beneficial (D) Ownership or Ind |
| 1.Title of Derivative Security | 2.Con- version or Exer cise Price of Deriva- tive | 3. Trans | 4. | 5 | 5.Number o rivative rities Ac red(A) or | f De 6 Secu 6 qui E Dis E D) E A/ E | 6.Dat cisab Expir Date(Day/Y Date Exer- | ee Exer 7 cle and cation Month/ cear) Expir ation | .Title and Amount of Underlying Securities Title and Number | of Deri vative Secu rity | of Deriva tive Securities Benefi ficially Owned at | Dir Indirect ect Beneficial (D) Ownership or Ind ire |
| 1.Title of Derivative Security | 2.Con- version or Exer cise Price of Deriva- tive Secu- | 3. Trans | 4. saction | | 5.Number o rivative rities Ac red(A) or posed of(| f De 6 Secu 0 qui E Dis E D) E A/ E | 6.Dat cisab Expir Date(Day/Y Date Exer- cisa- | e Exer 7 cle and cation Month/ cear) Expir | .Title and Amount of Underlying Securities | of Deri vative Secu rity | of Deriva tive Securities Benefi ficially Owned at End of | Dir Indirect ect Beneficial (D) Ownership or Ind ire ct |
| 1.Title of Derivative Security | 2.Con- version or Exer cise Price of Deriva- tive Secu- | 3. Trans | 4. saction | | 5.Number o rivative rities Ac red(A) or | f De 6 Secu 0 qui E Dis E D) E A/ E | 6.Dat cisab Expir Date(Day/Y Date Exer- | ee Exer 7 cle and cation Month/ cear) Expir ation | .Title and Amount of Underlying Securities Title and Number | of Deri vative Secu rity | of Deriva tive Securities Benefi ficially Owned at | Dir Indirect ect Beneficial (D) Ownership or Ind ire |

Explanation of Responses:
1. Acquired pursuant to AutoZone, Inc. Executive Stock Purchase Plan.