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

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 4/1/2003

AutoZone, Inc. (AZO)

5. If Amendment, Date of Original (Month/Day/Year)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

- 6. 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
  7. Individual or Joint/Group Filing (Check Applicable Line)
  (X) Form filed by One Reporting Person
  ( ) Form filed by More than One Reporting Person

l. Title of S	     	Trans- Ex action ut	ec-  Ti	rans ction 		d of (I		Price	5.Amount of   Securities   Beneficially   Owned Followin   Reported Trans	ect  (D)c ng  Indi	or   .r	f Indirect al Ownership
Common Stock		3/31/   2003	A	I	1865.00 		A  58	3.39	63942.00	D 		
Common Stock		<sub> </sub>		 I	I		 I I		2320.00	I	By Spouse	
Table II	Derivati	ve Securi	tites A	Acqui	red, Disposed	of, on			Owned			
1.Title of	2.Con-	3.	3A.	4.	5.Number o	of De	r Bene:	ficially	Owned .Title and Amount	8.Price	9.Number	10. 11.Nature o
1.Title of Derivative	2.Con-  version	3.  Trans-	3A.  Deemed	4. d Tra	5.Number o	of De   Secu	r Bene:	ficially E Exer 7 Le and	Owned .Title and Amount of Underlying	8.Price	99.Number	10. 11.Nature o
1.Title of	2.Con-  version	3.  Trans-  action	3A.  Deemed	4. d Tra	5.Number ons-  rivative	of De   Secu	r Bene:	ficially e Exer 7 le and  ation	Owned .Title and Amount	8.Price	9.Number  of Deriva  tive	10. 11.Nature o  Dir Indirect  ect Beneficial
1.Title of Derivative	2.Con-  version  or Exer	3.  Trans-  action	3A.  Deemed	4. d Tra  act	5.Number o	of De   Secu   cqui   r Dis	r Bene:	ficially Exer 7 Le and  ation   Month/	Owned .Title and Amount of Underlying	8.Price  of Deri  vative  Secu	e 9.Number  of Deriva  tive  Securities	10. 11.Nature o
1.Title of Derivative	2.Con-  version  or Exer  cise	3.  Trans-  action 	3A.  Deemed	4. d Tra  act	5.Number ons-  rivative ion  rities Ac	of De   Secu   cqui   r Dis	r Bene:	ficially Exer 7 Le and  ation   Month/	Owned .Title and Amount of Underlying	8.Price  of Deri  vative  Secu	e 9.Number  of Deriva  tive  Securities  Benefi	10. 11.Nature o  Dir Indirect  ect Beneficial  (D) Ownership
1.Title of Derivative	2.Con-  version  or Exer  cise  Price o	3.  Trans-  action 	3A.  Deemed	4. d Tra  act	5.Number ons-  rivative ion  rities Ac	of De   Secu   cqui   r Dis   (D)	r Bene:  6.Date  cisab:  Expirate(I)  Date	ficially E Exer 7 le and  ation   Month/	Owned .Title and Amount of Underlying	8.Price  of Deri  vative  Secu  rity	e 9.Number  of Deriva  tive  Securities  Benefi	10. 11.Nature o  Dir Indirect  ect Beneficial  (D) Ownership  or    Ind
1.Title of Derivative	2.Con-  version  or Exer  cise  Price o  Deriva-  tive	3.  Trans-  action 	3A.  Deemed    Execu-  ution 	4. d Tra  act -  	5.Number ons-  rivative ion  rities Ac	of De   Secu   cqui   r Dis   (D)	r Bene:  6.Date   cisab.  Expirate(I)  Day/Ya	ficially E Exer 7 le and  ation   Month/  ear)    Expir	Owned  .Title and Amount of Underlying Securities	8.Price  of Deri  vative  Secu  rity 	9.Number  of Deriva  tive  Securities  Benefi  ficially	10. 11.Nature o  Dir Indirect  ect Beneficial  (D) Ownership  or    Ind
l.Title of Derivative	2.Con-  version  or Exer  cise  Price o  Deriva-  tive	3.  Trans-  action   f        (Month/	3A.  Deemed  Execu-  ution     (Month	4. d Tra  act -          h	5.Number ons-  rivative ion  rities Ac	Def De   Secu   Equi   The Dis   The Dis   The A   The D	r Bene:  6.Date   cisab.  Expirate(I)  Day/Ya	ficially Exer 7 le and  ation   Month/  ear)    Expir   ation	Owned  .Title and Amount of Underlying Securities  Title and Number	8.Price  of Deri  vative  Secu  rity 	9.Number  of Deriva  tive  Securities  Benefi  ficially  Owned Follow  ing Reported	10. 11.Nature o  Dir Indirect  ect Beneficial  (D) Ownership  or    Ind   ire   ct

Explanation of Responses:

1. Acquired pursuant to AutoZone, Inc. Executive Stock Purchase Plan. SIGNATURE OF REPORTING PERSON

Stephen A. Odland

/s/ Stephen A. Odland