

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
 Bruce G. Clark
 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
 9/27/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President
7. 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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	9/27/2002	M	3333	A	24.00		D	
Common Stock	9/27/2002	M	500	A	43.90		D	
Common Stock	9/27/2002	M	3250	A	43.90		D	
Common Stock	9/27/2002	S	6583	D	80.027	8000	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Price	Exercise Date	Expiration Date					
Incentive Stock Option (right to buy) 1	43.90	9/27/2002	M	500	D	2	9/20/11	Common Stock	500	1500	D		
Non-Qualified Stock Options (right to buy) 1	24	9/27/2002	M	3333	D	3	8/31/09	Common Stock	3333	6667	D		
Non-Qualified Stock Options (right to buy) 1	43.90	9/27/2002	M	3250	D	2	9/21/11	Common Stock	3250	9750	D		

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.
3. Options vest and are exercisable in one-third increments on August 31, 2002, 2003, and 2004, respectively.