

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
 Charlie Pleas, III
 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/Day/Year
 4/3/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Vice President & Controller
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. Date	2A. Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Director or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
				Trans-Action	Exec-ution	Trans-Action				Amount	A/D
Common Stock	4/3/2003		M			1500.00	A	43.90		D	
Common Stock	4/3/2003		S			1500.00	D	75.00	340.00	D	

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Date	3A. Deemed Transaction	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 Following Reported Transaction(s)	10. Director or Indirect (I)	11. Nature of Indirect Beneficial Ownership		
												Non-Qualified Stock Options (right to buy) 1	43.90

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.

SIGNATURE OF REPORTING PERSON

Charlie Pleas, III
 /s/ Charlie Pleas, III