

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

Michael W. Michelson
 Kohlberg Kravis Roberts & Co.
 2800 Sand Hill Road
 Suite 200
 CA, Menlo Park 94025

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

12/3/2002

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)

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. Transaction 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	12/3/2002	M	1000	A	32.7183		D	
Common Stock	12/3/2002	M	1000	A	32.7813		D	
Common Stock	12/3/2002	M	1000	A	35.0625	514883	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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)	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							
Stock Appreciation Rights 1		12/2/2002	A	22.5	A	2	3	Common Stock	22.5	81.63	4570.1	D	
Non-Qualified Stock Option (right to buy) 4	35.0625	12/3/2002	M	1000	D	3/17/2001	3/17/2008	Common Stock	1000		0	D	
Non-Qualified Stock Options (right to buy) 4	32.7813	12/3/2002	M	1000	D	12/31/2001	12/31/2008	Common Stock	1000		0	D	
Non-Qualified Stock Options (right to buy) 4	32.7813	12/3/2002	M	1000	D	1/1/2002	1/1/2009	Common Stock	1000		0	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1998 Director Compensation Plan.
2. Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
3. Stock Appreciation Rights do not expire.
4. Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.