

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

William C. Rhodes, 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/Year

8/2002

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 Reporting (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 Year	6. Director or Beneficial Owner	7. Nature of Indirect Beneficial Ownership
			Amount	Price		

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercised (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Date Exercised (Month/Day/Year)	11. Nature of Indirect Beneficial Ownership
				Amount	Expiration Date	Title and Number of Shares				

Incentive Stock Option (right to buy) 1	43.90	9/20/2001	A	2000	A	2	9/20/2001	Common Stock	2000	D
Non-Qualified Stock Options (right to buy) 1	43.90	9/20/2001	A	18000	A	2	9/21/2001	Common Stock	18000	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.