

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

N. Gerry House

Institute for Student Achievement

One Hollow Lane, # 100

NY, Lake Success 11042

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)

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

(specify below)

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. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Year	6. Director or Indirect Beneficial Ownership	7. Nature of Indirect Beneficial Ownership
			Amount A/D	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. 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 Year	10. Director or Indirect Beneficial Ownership	11. Nature of Indirect Beneficial Ownership
				Amount A/D		Title and Number of Shares				

Stock Appreciation Rights 1		9/1/2001	A	98.1	A	2	3	Common Stock	98.1	47.155		D	
Stock Appreciation Rights 1		12/1/2001	A	62	A	2	3	Common Stock	62	66.55		D	
Stock Appreciation Rights 1		3/1/2002	A	64	A	2	3	Common Stock	64	64.955		D	
Stock Appreciation Rights 1		6/3/2002	A	44	A	2	3	Common Stock	44	81.795	2122.9	D	
Non-Qualified Stock Option (right to buy) 4	72.525	1/1/2002	A	3000	A	1/1/01	01/01/12	Common Stock	3000		3000	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.