

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KP II PARTNERS LP</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2003	3. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	342,299	D ⁽¹⁾	
Common Stock	25,189,503	I ⁽²⁾	(2)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- The Filing Person acquired the securities from ESL Limited, a Bermuda corporation, in exchange for limited partnership interests in the Filing Person.
- The Filing Person is a member of a group consisting of ESL Partners, L.P., a Delaware limited partnership, ESL Limited, a Bermuda corporation, ESL Institutional Partners, L.P., a Delaware limited partnership, ESL Investors, L.L.C., a Delaware limited liability company, Acres Partners, L.P., a Delaware limited partnership, Marion Partners, L.P., a Delaware limited partnership, Blue Macaw Partners, L.P., a Delaware limited partnership, 200GA, L.P., a Delaware limited partnership, KP I Partners, L.P., a Delaware limited partnership, ESL Investment Management, LLC, a Delaware limited liability company, RBS Investment Management, LLC, a Delaware limited liability company, ESL Investments, Inc., and Edward S. Lampert. As a result, it may be deemed to be an indirect beneficial owner of the securities of the Issuer owned by the group.

/s/ William C. Crowley,
member of ESL Investment
Management, LLC, general
partner of KP II Partners, L.P.

07/01/2003

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.