

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES****OMB APPROVAL**

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

1. Name and Address of Reporting Person* KP II PARTNERS LP <hr/> (Last) (First) (Middle) <hr/> (Street) <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2003	3. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	
		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) <hr/> 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)
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**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:

1. The Filing Person acquired the securities from ESL Limited, a Bermuda corporation, in exchange for limited partnership interests in the Filing Person.

2. 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.

No securities are beneficially owned.

/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.