

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

W. Andrew McKenna  
c/o General Counsel

123 S. Front Street, Dept. 8074

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)

(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			

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 or 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
Stock Appreciation Rights 1		9/1/2001	A	196.2	A 2 3	Common Stock	196.2	47.155		D
Stock Appreciation Rights 1		12/1/2001	A	124	A 2 3	Common Stock	124	66.55		D
Stock Appreciation Rights 1		3/1/2002	A	127	A 2 3	Common Stock	127	64.955		D
Stock Appreciation Rights 1		6/3/2002	A	89	A 2 3	Common Stock	89	81.795	2013.6	D
Non-Qualified Stock Option (right to buy) 4	72.525	1/1/2002	A	3000	A 01/01/05 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.