

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

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  
 11/4/2002
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 Filing (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) Amount	5. Amount of Securities Beneficially Owned at End of Month		6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
				A/D	Price		
Common Stock	10/21/2002	G	V 500	D		D	
Common Stock	11/4/2002	M	7000	A	26.375	D	
Common Stock	11/4/2002	M	10000	A	23.625	D	
Common Stock	11/4/2002	S	20000	D	86.0086	D	
Common Stock	11/4/2002	M	3000	A	25.75	D	4208

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year) A/Exercise Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Non-Qualified Stock Options (right to buy) 1	25.75	11/4/2002	M	3000	D 3	2/16/2005	Common Stock 3000	0	D	
Non-Qualified Stock Options (right to buy) 1	23.625	11/4/2002	M	10000	D 4	12/13/06	Common Stock 10000	0	D	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. Amended and Restated Stock Option Plan.
2. Options vest and are exercisable in one-third increments on August 15, 1999, 2000, and 2001, respectively.
3. Options vest and are exercisable in one-quarter increments on February 15, 1998, 1999, 2000, and 2001, respectively.
4. Options vest and are exercisable in one-third increments on December 12, 1999, 2000, and 2001, respectively.