

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

James F. Keegan
 Adams Keegan, Inc.
 6055 Primacy Parkway, Suite 150
 TN, Memphis 38119

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. Dir (D) or Indir (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock 1	9/1/2001	2A	196	A	47.155		D	
Common Stock 1	12/1/2001	A	124	A	66.55		D	
Common Stock 1	3/1/2002	2A	127	A	64.955		D	
Common Stock 1	6/3/2002	2A	89	A	81.795	14309	D	
Common Stock						800	I	by Spouse

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)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Dir (D) or Indir (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Exercisable Date	Expiration Date					
Non-Qualified Stock Option (right to buy) 2	72.525	1/1/2002	A	3000	A	01/01/05	01/01/12	Common Stock	3000	3000	D	

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1998 Director Compensation Plan.
- Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.