

**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

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

<b>1. Title of Security (Instr. 4)</b>	<b>2. Amount of Securities Beneficially Owned (Instr. 4)</b>	<b>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</b>	<b>4. Nature of Indirect Beneficial Ownership (Instr. 5)</b>
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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

**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 II 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 I 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.**