UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4 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 Stephen A. Odland 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 12/31/2002

5. If Amendment, Date of Original (Month/Year)

- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner (X) Officer (give title below) () Other (specify below)
- Chairman, President & Chief Executive Officer
 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. 3. 4.Securities Ac Transaction or Disposed o 	f (D)	5.Amount of Securities Beneficially	6.Dir 7.Nature of Indirect ect Beneficial Ownership (D)or		
		A/	Owned at	Indir		
	Date Code V Amount	D Price	End of Month	ect(I)		
Common Stock 1	12/31/ A 7702	A 60.0553	61820	D		
	2002					

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

1.Title of Derivative	2.Con-	3.	4.	5.Number	of D	e	6.Date	e Exer	7.Title	and Am	ount	8.Price	9.Number	10. 11.Nature	١fد
Security	version	Trans	action	rivativ	e Sec	u	cisabl	le and	of Unc	derlyin	g	of Deri	of Deriva	Dir Indirect	- 1
	or Exer	1		rities .	Acqui	.	Expira	ation	Securi	lties		vative	tive	ect Beneficial	- 1
	cise	1	1	red(A)	or Di	s	Date (N	Aonth/				Secu	Securities	(D) Ownership	- 1
	Price of	1	1	posed o	f(D)	1	Day/Ye	ear)				rity	Benefi	or	
	Deriva-	1		1		- I	Date	Expir				1	ficially	Ind	
	tive	1		l.	1	A/	Exer-	ation	Titl€	e and N	umber	I.	Owned at	ire	- 1
	Secu-	1	I I	1	1	D	cisa-	Date	of Sh	nares		1	End of	ct	
	rity	Date	Code V	Amount	I		ble						Month	(I)	
															-'
	1	1	I I	1	1	1		I		1		1	l		1

Explanation of Responses:

1. Acquired pursuant to AutoZone, Inc. Executive Stock Purchase Plan.