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
Edward S. Lampert
ESL Investments
1 Lafavette Place

- CT, Greenwich 06830 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/Day/Year
- 3/3/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director (X) 10% Owner () Officer (give title below) () Other (specify below)
- Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

l. Title of S			kec- Tr tion ac	ans o	Securities Acquor Disposed of Amount		/ I	5.Amount of Securities Beneficially Owned Following Reported Trans(:	ect (D)or Indir	r r	f Indirect al Ownership
Common Stock		3/3/ 2 003	A 	125	.00	A	65.76 	3061.00	D 	 	
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Explanation of Responses:

Edward S. Lampert

/s/ Edward S. Lampert

^{1.} Granted in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.

^{2.} Indirect ownership consists of shares held by a filing group consisting of ESL Partners, L.P.; ESL Limited; ESL Institutional Partners, L.P.; ESL Investors, L.L.C.; Acres Partners, L.P.; Marion Partners, L.P.; Blue Macaw Partners, L.P.; and 200GA, L.P. SIGNATURE OF REPORTING PERSON