

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 Lafayette 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)
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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans	6. Dir- ect Indir- ect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock 1	3/3/2003		A	125.00	65.76	D	
Common Stock 2					25528700.00	I	Shares held by a filing group

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

1. Title of Derivative Security	2. Con- version or Exer- cise Date Secu- rity	3. Trans- action Date Year	3A. Deemed Execu- tion Date Year	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red (A) or Dis- posed of (D) Amount	6. Date Exer- cisable and Expiration Date Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir- ect Indir- ect (I)	11. Nature of Indirect Beneficial Ownership

Explanation of Responses:

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

Edward S. Lampert  
 /s/ Edward S. Lampert