

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

Charles M. Elson  
 c/o University of Delaware  
 Center for Corporate Governance  
 113 MBNA America Hall  
 DE, Newark 19716

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock 1	9/1/2001	A	196	A	47.155	6024	D	

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership	
				Amount	A/D	Price							
Stock Appreciation Rights 1		12/1/2001	A	124	A	2	3	Common Stock	124	66.55		D	
Stock Appreciation Rights 1		3/1/2002	A	127	A	2	3	Common Stock	127	64.955		D	
Stock Appreciation Rights 1		6/3/2002	A	89	A	2	3	Common Stock	89	81.795	340	D	
Non-Qualified Stock Option (right to buy) 4	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.
- Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
- Stock Appreciation Rights do not expire.
- Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.