

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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LONGO MICHAEL E</u> _____ (Last) (First) (Middle) _____ (Street) _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [AZO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/02/2003		M		25,000	A	\$27.25	28,786	D	
Common Stock	10/02/2003		M		10,000	A	\$20.125	38,786	D	
Common Stock	10/02/2003		M		25,000	A	\$32.5625	63,786	D	
Common Stock	10/02/2003		S		100	D	\$91.85	63,686	D	
Common Stock	10/02/2003		S		9,900	D	\$91.7	53,786	D	
Common Stock	10/02/2003		S		500	D	\$91.68	53,286	D	
Common Stock	10/02/2003		S		9,500	D	\$91.65	43,786	D	
Common Stock	10/02/2003		S		20,000	D	\$92.15	23,786	D	
Common Stock	10/02/2003		S		500	D	\$92.8	23,286	D	
Common Stock	10/02/2003		S		1,600	D	\$92.7	21,686	D	
Common Stock	10/02/2003		S		200	D	\$92.68	21,486	D	
Common Stock	10/02/2003		S		2,800	D	\$92.73	18,686	D	
Common Stock	10/02/2003		S		1,200	D	\$92.74	17,486	D	
Common Stock	10/02/2003		S		1,100	D	\$92.72	16,386	D	
Common Stock	10/02/2003		S		200	D	\$92.66	16,186	D	
Common Stock	10/02/2003		S		400	D	\$92.71	15,786	D	
Common Stock	10/02/2003		S		400	D	\$92.75	15,386	D	
Common Stock	10/02/2003		S		1,600	D	\$92.67	13,786	D	
Common Stock	10/02/2003		S		2,000	D	\$92.6	11,786	D	
Common Stock	10/02/2003		S		2,000	D	\$92.52	9,786	D	
Common Stock	10/02/2003		S		2,000	D	\$92.48	7,786	D	
Common Stock	10/02/2003		S		2,000	D	\$92.5	5,786	D	
Common Stock	10/02/2003		S		500	D	\$92.54	5,286	D	
Common Stock	10/02/2003		S		500	D	\$92.55	4,786	D	
Common Stock	10/02/2003		S		500	D	\$92.6	4,286	D	
Common Stock	10/02/2003		S		500	D	\$92.63	3,786	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Code		6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A)	(D)								Date Exercisable
Non-Qualified Stock Options (right to buy) ⁽¹⁾	\$20.13	10/02/2003		M		10,000	(2) 01/08/2007	Common Stock	10,000	\$0	0.00	D	
Non-Qualified Stock Options (right to buy) ⁽¹⁾	\$27.25	10/02/2003		M		25,000	(3) 03/06/2006	Common Stock	25,000	\$0	0.00	D	
Non-Qualified Stock Options (right to buy) ⁽¹⁾	\$32.56	10/02/2003		M		25,000	(4) 04/09/2008	Common Stock	25,000	\$0	15,000	D	

Explanation of Responses:

- Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
- Options vest and are exercisable in one-third increments on January 7, 2000, 2001, and 2002, respectively
- Options vest and are exercisable in one-quarter increments on March 5, 2000, 2001, 2002 and 2003, respectively.
- Options vest and are exercisable in one-third increments on April 8, 2001, 2002, and 2003, respectively.

/s/ Michael E. Longo

10/03/2003

** 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 4 (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.