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| October 01, 2002 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 9/30/2002 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 | ODLAND STEPHEN A |
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| , | (X) Director () 10% Owner (X) Officer (give title below) () Other (specify below) |
| Individual or Joint/Group Filing (Check Applicable Line) | 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 | Securi | ties Acquire | d, Disposed | d of, or Bene | ficially | / Owned | |
|------------------------|----------------|------------------------------------------------------------------------|-------------|---------------|----------|-------------------------------------------------------------------------------|--|
| 1. Title of Security | Tran | 3. 4.Se saction o: | | of (D) | Price | <pre> 5.Amount of Securities Beneficially Owned at End of Month</pre> | |
| Common Stock 1 | 9/30/ 2002 | | | A 67.(| 053 | 54118 | |

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

| | | · · · · · · · · · · · · · · · · · · · | | | | | | | |
|-----------------------|----------|---------------------------------------|---------|---|---------------|----------|---------|------------------|-----|
| 1.Title of Derivative | | | | | | | | | 8.P |
| Security | version | Trans | 3action | | rivative Secu | ı cisak | ole and | of Underlying | of |
| | or Exer | | 1 | | rities Acqui | Expir | ration | Securities | vat |
| | cise | | 1 | | red(A) or Dis | ; Date(| (Month/ | | Sec |
| | Price of | · | 1 | | posed of(D) | Day/Y | (ear) | | rit |
| | Deriva- | | 1 | | | Date | Expir | | |
| | tive | 1 | | | A | \/ Exer- | - ation | Title and Number | I. |
| | Secu- | | | | D |) cisa- | - Date | of Shares | 1 |
| | rity | Date | Code \ | V | Amount | ble | | | 1 |
| | - | | | | | | | | |
| | | | | | | | | | |
| | 1 | 1 | | I | | 1 | | I | |
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Explanation of Responses: 1. Acquired pursuant to AutoZone, Inc. Executive Stock Purchase Plan.