

Edgar Filing: ODLAND STEPHEN A - Form 5

ODLAND STEPHEN A

Form 5

August 27, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

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

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

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 (X) Officer (give title below) () Other
 (specify below)

Chairman, Chief Executive Officer & President

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. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Year
			Amount	Price

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. 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. Purchase or Sale of Underlying Securities
				Amount	Exercisable Date	Title and Number of Shares	

Incentive Stock Option (right to buy) 1	43.90	9/20/2001	A	2000	9/20/11	Common Stock	2000
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Non-Qualified Stock Options (right to buy)	1	43.90	9/20/2001	A	123000	A	2	9/21/11	Common Stock	123000
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Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.