

Edgar Filing: RHODES WILLIAM C III - Form 4

RHODES WILLIAM C III

Form 4

November 05, 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
 William C. Rhodes, III
 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
 11/4/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President
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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	10/21/2002	G	V 500	D
Common Stock	11/4/2002	M	7000	A 26.375
Common Stock	11/4/2002	M	10000	A 23.625
Common Stock	11/4/2002	S	20000	D 86.0086
Common Stock	11/4/2002	M	3000	A 25.75 4208

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

1. Title of Derivative	2. Con-	3.	4.	5. Number of De	6. Date Exer	7. Title and Amount	8. P
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Security	Version	Transaction	Derivative	Securities	Acquired	Disposed	Expiration	Date	Underlying	Number	of Shares
Non-Qualified Stock Options 1	26.375	11/4/2002	M	7000	D	2	8/16/2005	2005	Common Stock	7000	
Non-Qualified Stock Options (right to buy) 1	25.75	11/4/2002	M	3000	D	3	2/16/2005	2005	Common Stock	3000	
Non-Qualified Stock Options (right to buy) 1	23.625	11/4/2002	M	10000	D	4	12/13/06	2006	Common Stock	10000	

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. Amended and Restated Stock Option Plan.
2. Options vest and are exercisable in one-third increments on August 15, 1999, 2000, and 2001, respectively.
3. Options vest and are exercisable in one-quarter increments on February 15, 1998, 1999, 2000, and 2001, respectively.
4. Options vest and are exercisable in one-third increments on December 12, 1999, 2000, and 2001, respectively.