

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. Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month | 6. Price | 7. Title and Amount | 8. P |
|----------------------|------------|---------|---|--|----------|---------------------|------|
| 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 Security | Acquirable and Expiration Date | Underlying Securities | Amount | Title and Number of Shares |
|--|---------|-------------|---------------------|--------------------------------|-----------------------|--------|----------------------------|
| Non-Qualified Stock Options 1 | 26.375 | 11/4/2002 | M | 7000 | D 2 8/16/2005 | 7000 | Common Stock |
| Non-Qualified Stock Options (right to buy) 1 | 25.75 | 11/4/2002 | M | 3000 | D 3 2/16/2005 | 3000 | Common Stock |
| Non-Qualified Stock Options (right to buy) 1 | 23.625 | 11/4/2002 | M | 10000 | D 4 12/13/06 | 10000 | Common Stock |

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.