

CLARK BRUCE G
Form 4
February 24, 2003

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

Bruce G. Clark
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

2/21/2003

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	2/21/2003	M	13333 A	34.50
Common Stock	2/21/2003	S	13333 D	66.3512 8000

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 Code	4. Number of Derivative Securities Acquired (A) or Disposed of (D)	5. Date Exercisable and Expiration Date	6. Title and Amount of Underlying Securities	7. Price of Underlying Securities	8. Put or Call

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Non-Qualified Stock Op	34.5	2/21/ M		13333	D	2	2/16/ Common Stock	13333	
tions (right to buy) 1		2003					09		

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options vest and are exercisable in one-third increments on February 15, 2002, 2003, and 2004, respectively.