

Edgar Filing: AUTOZONE INC - Form 5

AUTOZONE INC
 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
 Michael G. Archbold
 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)
 Director 10% Owner Officer (give title below) Other
 (specify below)
 Senior Vice President & CFO
 7. Individual or Joint/Group Reporting (Check Applicable Line)
 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 Year
			A/D	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) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call

Non-Qualified Stock Options (right to buy) 1 | 67.11 | 2/4/2002 | A | 75000 | A | 2 | 02/05/2012 | Common Stock | 75000 |

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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 February 4, 2003, 2004, 2005 and 2006, respectively.