

GOLDSMITH HARRY L

Form 4

October 03, 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

Harry L. Goldsmith  
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

10/3/2002

## 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, Secretary &amp; General Counsel

## 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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	10/3/2002	M	3472	A 25.25
Common Stock	10/3/2002	M	6528	A 27.375
Common Stock	10/3/2002	S	10000	D 82.10 12412
Common Stock				1400

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	4. Transaction 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. Put or Call
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# Edgar Filing: GOLDSMITH HARRY L - Form 4

Derivative Security	Date	Code	V	Amount	D	A/Exer- cisa- ble	Date	Expiration	Title and Number of Shares
Non-Qualified Stock Op tions (right to buy) 1	27.375	10/3/2002	M	6528	D	2	6/10/2004	Common Stock	6528
Non-Qualified Stock Op tions (right to buy) 1	25.25	10/3/2002	M	3472	D	3	10/23/2003	Common Stock	3472

## 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-quarter increments on June 9, 1998, 1999, 2000, and 2001, respectively.
3. Options vest and are exercisable in one-third increments on October 22, 1997, 1998, and 1999, respectively.