

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 of Transaction | 3. 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. Date of Transaction | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|------------------------|---------|--|---|--|----------------|
|---------------------------------|--|------------------------|---------|--|---|--|----------------|

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

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.