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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
(X) 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 Robert J. Hunt 123 South Front Street TN, Memphis 38103
- 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 (X) Officer (give title below) () Other
 (specify below)

Executive Vice President & Chief Financial Officer

- 7. Individual or Joint/Group Reporting (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	Table I	Non-Derivative	Securities	Acquired,	Disposed	of,	or	Beneficially Own	ed
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1. Title of Security		4.Securities Accon or Disposed of de	5.Amount of Securities Beneficially Owned at	
		Amount	A/ D Price	· ·
Common Stock	12/14/ G 2001	2500 	D 	99406

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

1.Title of Derivative	2.Con	13.	4.	5.Number	of D	e 6.Date Exer 7	7.Title and Amount	8.E
Security	version	Tran	saction	rivativ	e Sec	u cisable and	of Underlying	of
	or Exer	Date	Code	rities	Acqui	Expiration	Securities	vat
	cise Pr		1 1	red(A)	or Di	s Date(Month/		Sec
	ice of	1	1 1	posed c	of(D)	Day/Year)		rit
	Deriva		1 1			Date Expir		
	tive		1 1			A/ Exer- ation	Title and Number	
	Secu		1 1			D cisa- Date	of Shares	
	rity			Amount	.	ble		1

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Explanation of Responses: