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 Form 4  
 January 02, 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  
 Edward S. Lampert  
 ESL Investments  
 1 Lafayette Place  
 CT, Greenwich 06830
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  
 1/1/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director (X) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
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)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|---|--|
|----------------------|---------------------|---------------------|---|--|

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. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>Amount | 6. Date Exercisable and Expiration Date<br>Date Exercisable / Date of Expiration | 7. Title and Amount of Underlying Securities<br>Title and Number of Shares | 8. Put or Call or Other Feature of Underlying Securities |
|---------------------------------|--|---------------------|---------------------|--|--|--|--|
|---------------------------------|--|---------------------|---------------------|--|--|--|--|

|   |        |          |   |      |                         |              |      |
|---|--------|----------|---|------|-------------------------|--------------|------|
| Non-Qualified Stock Option (right to buy) | 71.175 | 1/1/2003 | A | 3000 | A / 01/01/06 - 01/01/13 | Common Stock | 3000 |
|---|--------|----------|---|------|-------------------------|--------------|------|

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.