

GOLDSMITH HARRY L

Form 4

April 23, 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
 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/Day/Year
 4/23/2003
5. If Amendment, Date of Original (Month/Day/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 & 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. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 3A. Deemed Execu- tion Date | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) | 6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. P of vat Sec rit |
|----------------------|-----------------------------|----------------------------|-----------------------------|--------------------------------------|--|--|---|---|---------------------------------|
| Common Stock | 4/23/ 2003 | | M | | 6362.00 | | A 27.38 | | |
| Common Stock | 4/23/ 2003 | | S | | 6362.00 | 12662.00 | D 79.95 | | |
| Common Stock | | | | | | 1400.00 | | | |

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

| 1. Title of Derivative Security | 2. Con- version or Exer- cise Price of Deriva- tive Secu- | 3. Trans- action Date | 3A. Deemed Execu- tion Date | 4. Trans- action Date | 5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) | 6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. P of vat Sec rit |
|---------------------------------------|--|-----------------------------|--------------------------------------|-----------------------------|--|---|---|---------------------------------|
|---------------------------------------|--|-----------------------------|--------------------------------------|-----------------------------|--|---|---|---------------------------------|

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| Priority | Day/Year | Day/Year | Code | V | Amount | ble | | |
|--|----------|-----------|------|---|---------|-----|-----------|----------------------|
| Non-Qualified Stock Options (right to buy) 1 | 27.375 | 4/23/2003 | M | | 6362.00 | D 2 | 6/10/2004 | Common Stock 6362.00 |
| ----- | | | | | | | | |

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.

SIGNATURE OF REPORTING PERSON

Harry L. Goldsmith
/s/ Harry L. Goldsmith