

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	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	4/23/ 2003		M	6362.00	A	27.38	
Common Stock	4/23/ 2003		S	6362.00	D	79.95	12662.00
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 (Month/	3A. Deemed Execu- tion (Month/	4. Trans- action Date (Month/	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 (Date)	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	27.375	4/23/ 2	M		6362.00	D	2	6/10/	Common Stock
Stock Option		003						2004	
s (right to b									
uy) 1									

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