

CLARK BRUCE G
 Form 4
 September 30, 2002

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
 9/27/2002
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)
 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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	9/27/2002	M	3333	A 24.00
Common Stock	9/27/2002	M	500	A 43.90
Common Stock	9/27/2002	M	3250	A 43.90
Common Stock	9/27/2002	S	6583	D 80.027 8000

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

1. Title of Derivative Security	2. Conversion or Exercise Date	3. Transaction Code	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Underlying Securities
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Price of Derivative Security	Date	Code	V	Amount	posed of (D)	Day/Year) Date	Expir	Title and Number of Shares
Incentive Stock Option (right to buy) 1	43.90	9/27/2002	M	500	D 2	9/20/11	Common Stock	500
Non-Qualified Stock Options (right to buy) 1	24	9/27/2002	M	3333	D 3	8/31/09	Common Stock	3333
Non-Qualified Stock Options (right to buy) 1	43.90	9/27/2002	M	3250	D 2	9/21/11	Common Stock	3250

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.
2. Options exercisable in one-fourth increments on September 20, 2002, 2003, 2004, and 2005, respectively.
3. Options vest and are exercisable in one-third increments on August 31, 2002, 2003, and 2004, respectively.