

Edgar Filing: AUTOZONE INC - Form 5

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

() 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

James F. Keegan

Adams Keegan, Inc.

6055 Primacy Parkway, Suite 150

TN, Memphis 38119

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

8/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)

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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Common Stock 1	9/1/2001	A	196	A	47.155	
Common Stock 1	12/1/2001	A	124	A	66.55	
Common Stock 1	3/1/2002	A	127	A	64.955	
Common Stock 1	6/3/2002	A	89	A	81.795	14309
Common Stock						800

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

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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	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 Shares of Class
Non-Qualified Stock Option (right to buy)	72.525	1/1/2002	A	3000	01/01/05 - 01/01/12	Common Stock	3000

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1998 Director Compensation Plan.
2. Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.