

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

W. Andrew McKenna

c/o General Counsel

123 S. Front Street, Dept. 8074

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

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) Amount	5. Amount of Securities Beneficially Owned at End of Year
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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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities
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Stock Appreciation Rights		9/1/2001	A	196.2	A	2	3	Common Stock	196.2	47.5
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Stock Appreciation Right		12/1/	A	124	A	2	3	Common Stock	124	66.
s 1		2001								
Stock Appreciation Right		3/1/	A	127	A	2	3	Common Stock	127	64.
s 1		2002								
Stock Appreciation Right		6/3/	A	89	A	2	3	Common Stock	89	81.
s 1		2002								
Non-Qualified Stock Opti	72.525	1/1/	A	3000	A	01/01	01/01	Common Stock	3000	
on (right to buy) 4		2002				/05	/12			

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1998 Director Compensation Plan.
2. Stock Appreciation Rights are convertible to Common Stock or cash immediately upon termination as a director.
3. Stock Appreciation Rights do not expire.
4. Granted in accordance with the AutoZone, Inc. Directors Stock Option Plan.