

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 &amp; 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