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 Form 4
 December 04, 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
 Edward S. Lampert
 ESL Investments
 1 Lafayette Place
 CT, Greenwich 06830
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
 12/2/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director (X) 10% Owner () Officer (give title below) () Other
 (specify below)
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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock 1	12/2/2002	A	89	2936
Common Stock 2				25528700

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1998 Director Compensation Plan.
2. Indirect ownership consists of shares held by a filing group consisting of ESL Partners, LP; ESL Limited; ESL Institutional Partners, L.P.; Acres Partners, L.P.; and Marion Partners, L.P.