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AUTOZONE INC

Form 3

February 12, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

- 1. Name and Address of Reporting Person
 - Robert D. Olsen
 - 123 South Front Street
 - TN, Memphis 38103
- 2. Date of Event Requiring Statement (Month/Day/Year) 5/12/2000
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Issuer Name and Ticker or Trading Symbol AutoZone, Inc. (AZO)
- 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director () 10% Owner (X) Officer (give title below) () Other (specify below)
 - Senior Vice President
- 6. If Amendment, Date of Original (Month/Day/Year) 5/12/2000
- 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	Beneficially	Owned
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1. Title of Security	2. Amount of Securities Beneficially Owned	3. 	Ownership Form: Direct(D) or Indirect(I)	4. 	Nature of Beneficial
Common Stock	19632	D		l 	

Table II -- Derivative Securitites Beneficially Owned

cisable and Expiration	of Underlying Securities			ship
-	Securities		1	
			exercise	Form of
Date (Month/		-	- price of	Deriv-
Day/Year)		Amount	deri-	ative
ate Expira-		or	vative	Securit
Exer- tion	Title	Number of	Security	Direct(
isable Date		Shares	1	Indired
]	Day/Year) ate Expira- xer- tion	Day/Year) ate Expira- xer- tion Title	Day/Year) Amount ate Expira- or xer- tion Title Number of	Day/Year) Amount deri- ate Expira- or vative xer- tion Title Number of Security

1

Explanation of Responses:

1. Granted in accordance with the AutoZone, Inc. 1996 Stock Option Plan.

|100000 |24.9375 |D

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2. Options vest and are exercisable in one-third increments on April 24, 2003, 2004, and 2005, respectively.