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MICHELSON MICHAEL W

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
 Michael W. Michelson
 Kohlberg Kravis Roberts & Co.
 2800 Sand Hill Road
 Suite 200
 CA, Menlo Park 94025
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
 12/3/2002
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 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 Price
Common Stock	12/3/2002	M	1000	32.7183
Common Stock	12/3/2002	M	1000	32.7813
Common Stock	12/3/2002	M	1000	35.0625

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	4. Transaction 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 Ownership
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Derivative Security	Date	Code	V	Amount	A	D	Exercisable	Expiration Date	Title and Number of Shares
Stock Appreciation Rights 1	12/2/2002	A		22.5	A	2	3		Common Stock 22.5
Non-Qualified Stock Option (right to buy) 4	12/3/2002	M		1000	D	3/17/2001	3/17/2008		Common Stock 1000
Non-Qualified Stock Options (right to buy) 4	12/3/2002	M		1000	D	12/31/2001	12/31/2008		Common Stock 1000
Non-Qualified Stock Options (right to buy) 4	12/3/2002	M		1000	D	1/1/2002	1/1/2009		Common Stock 1000

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.