

AUTOZONE INC
Form DEF 14A
November 01, 2002

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant **[X]**

Filed by a Party other than the Registrant **[]**

Check the appropriate box:

- [] Preliminary Proxy Statement**
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- [X] Definitive Proxy Statement**
- [] Definitive Additional Materials**
- [] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12**

AUTOZONE, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:**
- (2) Aggregate number of securities to which transaction applies:**
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined)**
- (4) Proposed maximum aggregate value of transaction:**
- (5) Total fee paid:**

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

AUTOZONE, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
DECEMBER 12, 2002**

WHAT: Annual Meeting of Stockholders

WHEN: December 12, 2002, 8 a.m., EST

WHERE: The Waldorf=Astoria
301 Park Avenue
New York, New York

STOCKHOLDERS

WILL VOTE

REGARDING:

- The election of nine directors
- Approval of the director stock option plan
- Approval of the director compensation plan
- Approval of the appointment of Ernst & Young LLP as independent auditors
- The transaction of other business that may be properly brought before the meeting

RECORD DATE: Stockholders of record as of October 15, 2002, may vote at the meeting.

By order of the
Board of Directors,

HARRY L.
GOLDSMITH
Secretary

Memphis, Tennessee
November 1, 2002

We encourage you to vote by telephone or Internet, both of which are convenient, cost effective and reliable alternatives to returning your proxy card by mail.

TABLE OF CONTENTS

The Meeting

About this Proxy Statement

Information about Voting

Voting Securities and Quorum

The Proposals

PROPOSAL 1-Election of Directors

Corporate Governance

PROPOSAL 2-Approval of Director Stock Option Plan

PROPOSAL 3-Approval of Director Compensation Plan

PROPOSAL 4-Approval of Independent Auditors

Audit Committee Report

Other Matters

Other Information

Security Ownership of Management

Equity Compensation Plans

Summary Table

Security Ownership of Certain Beneficial Owners

Compensation of Directors

Executive Compensation

Summary Compensation Table