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123 South Front Street, Memphis, TN 38103 Phone (901) 495-6500

DONALD R. RAWLINS
Vice President and Assistant General Counsel
Customer Satisfaction

November 4, 2002

VIA FEDEX

RECEIVED
OFFICE OF THE SECRETARY

NOV 5 2002

Jonathan G. Katz
Secretary Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

RE: AutoZone, Inc.
Sworn Statements pursuant to Section 21(a)(1) of the
Securities Exchange Act of 1934

Dear Mr. Katz:

Enclosed are the sworn statements of Steve Odland, AutoZone, Inc.'s principal executive officer, and Michael Archbold, AutoZone, Inc.'s principal financial officer, pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Please stamp the enclosed copy of this letter with the date and time of filing and return it to the undersigned in the enclosed self-addressed, stamped envelope.

Please feel free to call me with any questions that you might have at (901) 495-7967.

Yours truly,

A handwritten signature in dark ink, appearing to read "Donald R. Rawlins". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Donald R. Rawlins

Enclosures (as stated)

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**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING
FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Michael G. Archbold, Senior Vice President and Chief Financial Officer of AutoZone, Inc., state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of AutoZone, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of AutoZone, Inc.'s Board of Directors.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

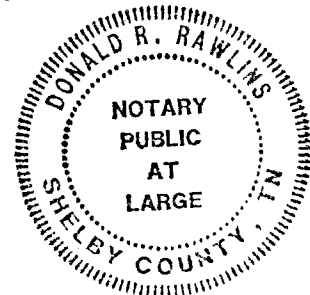
- Form 10-K for the fiscal year ended August 31, 2002, for AutoZone, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of AutoZone, Inc., filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to the foregoing.

Michael Archbold
November 4, 2002

Subscribed and sworn to before me this 4th day of November, 2002.

Notary Public

My Commission Expires: November 29, 2003



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