

The following table summarizes information about stock options outstanding at August 30, 2003:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Number Exercisable	Weighted Average Exercise Price
\$ 4.86–\$25.13	1,171,656	\$23.24	5.05	548,256	\$22.63
\$25.25–\$28.19	1,084,053	26.68	5.90	425,470	26.63
\$28.38–\$43.90	1,454,536	37.86	6.60	446,739	34.59
\$45.53–\$69.71	132,614	63.00	8.35	36,575	59.73
\$71.12–\$90.50	1,438,842	71.57	9.04	1,875	73.20
\$ 4.86–\$90.50	5,281,701	\$42.14	6.82	1,458,915	\$28.46

Options to purchase 1.5 million shares at August 30, 2003, 2.1 million shares at August 31, 2002, and 2.9 million shares at August 25, 2001 were exercisable. Shares reserved for future grants were 3.9 million at August 30, 2003.

The Company also has an employee stock purchase plan, qualified under Section 423 of the Internal Revenue Code, under which all eligible employees may purchase AutoZone's common stock at 85% of the lower of the market price of the common stock on the first day or last day of each calendar quarter through payroll deductions. Maximum permitted annual purchases are \$15,000 per employee or ten percent of compensation, whichever is less. Under the plan, 0.1 million shares were sold in fiscal 2003, 0.1 million shares were sold in fiscal 2002, and 0.2 million shares were sold in fiscal 2001. The Company repurchased, at fair value, 0.1 million shares in fiscal 2003, 0.3 million shares in fiscal 2002, and 0.2 million shares in fiscal 2001 from employees electing to sell their stock. At August 30, 2003, 0.6 million shares of common stock were reserved for future issuance under this plan.

The Amended and Restated Executive Stock Purchase Plan permits senior Company executives to purchase common stock up to 25 percent of their annual salary and bonus after the limits under the employee stock purchase plan have been exceeded. The Company has reserved 0.3 million shares for issuance under the plan. During fiscal 2003, purchases under this plan were approximately 18,500 shares.

Under the AutoZone, Inc. 2003 Director Compensation Plan, a non-employee director may receive no more than one-half of the annual and meeting fees immediately in cash, and the remainder of the fees must be taken in common stock or may be deferred in units with value equivalent to the value of shares of common stock as of the grant date (also known as "stock appreciation rights").

Under the AutoZone, Inc. 2003 Director Stock Option Plan, on January 1 of each year, each non-employee director receives an option to purchase 1,500 shares of common stock, and each non-employee director that owns common stock worth at least five times the annual fee paid to each non-employee director on an annual basis will receive an additional option to purchase 1,500 shares of common stock. In addition, each new director receives an option to purchase 3,000 shares upon election to the Board of Directors, plus a portion of the annual directors' option grant prorated for the portion of the year actually served in office. These stock option grants are made at the fair market value as of the grant date.

Note J—Pension and Savings Plans

Prior to January 1, 2003, substantially all full-time employees were covered by a defined benefit pension plan. The benefits under the plan were based on years of service and the employee's highest consecutive five-year average compensation. On January 1, 2003, the plan was frozen. Accordingly, pension plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan.

On January 1, 2003, the Company's supplemental defined benefit pension plan for certain highly compensated employees was also frozen. Accordingly, plan participants will earn no new benefits under the plan formula and no new participants will join the pension plan.