

AUTOZONE INC
Form 4/A
November 01, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESL INVESTMENTS INC

2. Issuer Name and Ticker or Trading Symbol
AUTOZONE INC [AZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 GREENWICH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)
11/01/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2005		P		500,000	A	\$ 78.035	12,020,943	I	See Footnote (1) (5)
Common Stock	10/28/2005		P		174,718	A	\$ 78.335	12,195,661	I	See Footnote (1) (5)
Common Stock	10/28/2005		P		5,282	A	\$ 78.335	3,863,801	I	See Footnote (2) (5)
Common Stock								71,771	I	See Footnote (3) (5)

Common Stock	5,875,557	I	See Footnote <u>(4)</u> <u>(5)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

ESL Investments, Inc.; /s/ Robert Jackowitz, Treasurer	11/01/2005
__Signature of Reporting Person	Date
ESL Partners, L.P.; By: RBS Partners, L.P., its general partner; By: ESL Investments, Inc., its general partner; /s/ Robert Jackowitz, Treasurer	11/01/2005
__Signature of Reporting Person	Date
ESL Investors, L.L.C.; By: RBS Partners, L.P., its general partner; By: ESL Investments, Inc., its general partner; /s/ Robert Jackowitz, Treasurer	11/01/2005
__Signature of Reporting Person	Date
RBS Partners, L.P.; By: ESL Investments, Inc., its general partner; /s/ Robert Jackowitz, Treasurer	11/01/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are held for the account of ESL Partners, L.P. ("Partners").
- (2) These securities are held for the account of ESL Investors, L.L.C. ("Investors").
- (3) These securities are held for the account of ESL Institutional Partners, L.P. ("Institutional").
- (4) These securities are held for the account of Acres Partners, L.P. ("Acres").

(5) This Form 4 is filed on behalf of Partners, Investors, RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("Investments"). RBS is the general partner of Partners and the managing member of Investors. In such capacities, RBS may be deemed to have a pecuniary interest in the securities held for the accounts of each of Partners and Investors. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and Acres and the managing member of RBSIM. In such capacities, Investments may be deemed to have a pecuniary interest in the securities held for the accounts of each of Partners, Investors, Acres and Institutional. Edward S. Lampert, a director of the Issuer, is the sole stockholder of Investments.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the reporting persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of its pecuniary interest therein.

Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the reporting persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such a person's ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.