

RBS INVESTMENT MANAGEMENT LLC  
 Form 4  
 July 25, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**LAMPERT EDWARD S**

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)  
**07/21/2011**

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**GREENWICH, CT 06830**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 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)
Common Stock, par value \$0.01 per share	07/21/2011		S	18,222 D	\$ 295.89 5,436,553	I	See Footnotes (2) (10)
Common Stock, par value \$0.01 per share	07/21/2011		S	14,543 D	\$ 296.88 5,422,010	I	See Footnotes (2) (10)
Common Stock, par	07/22/2011		S	20,276 D	\$ 296.41 5,401,734	I	See Footnotes

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value					<u>(4)</u>				<u>(2)</u> <u>(10)</u>
\$0.01 per share									
Common Stock, par value	07/25/2011	S	20,739	D	\$ 296.02	5,380,995	I		See Footnotes <u>(2)</u> <u>(10)</u>
\$0.01 per share					<u>(5)</u>				
Common Stock, par value	07/21/2011	S	5,319	D	\$ 295.89	1,797,870	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	07/21/2011	S	4,245	D	\$ 296.88	1,793,625	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	07/22/2011	S	8,988	D	\$ 296.41	1,784,637	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	07/25/2011	S	7,889	D	\$ 296.02	1,776,748	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(5)</u>				
Common Stock, par value	07/21/2011	S	4	D	\$ 295.89	1,294	I		See Footnotes <u>(7)</u> <u>(10)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	07/21/2011	S	3	D	\$ 296.88	1,291	I		See Footnotes <u>(7)</u> <u>(10)</u>
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	07/22/2011	S	5	D	\$ 296.41	1,286	I		See Footnotes <u>(7)</u> <u>(10)</u>
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	07/25/2011	S	5	D	\$ 296.02	1,281	I		See Footnotes <u>(7)</u> <u>(10)</u>
\$0.01 per share					<u>(5)</u>				

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\$0.01 per share									
Common Stock, par value	07/21/2011	S	9,123	D	\$ 295.89	2,984,170	D	(8) (10)	
\$0.01 per share					(1)				
Common Stock, par value	07/21/2011	S	7,280	D	\$ 296.88	2,976,890	D	(8) (10)	
\$0.01 per share					(3)				
Common Stock, par value	07/22/2011	S	12,904	D	\$ 296.41	2,963,986	D	(8) (10)	
\$0.01 per share					(4)				
Common Stock, par value	07/25/2011	S	12,342	D	\$ 296.02	2,951,644	D	(8) (10)	
\$0.01 per share					(5)				
Common Stock, par value						2,000,000	I		See Footnotes (9) (10)
\$0.01 per share									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Bene Own Follo Repo Trans (Instr
							Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830		X		
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		

## Signatures

EDWARD S. LAMPERT	07/25/2011
__Signature of Reporting Person	Date
ESL INVESTMENTS, Inc., By: /s/ Adrian J. Maizey, Chief Financial Officer	07/25/2011
__Signature of Reporting Person	Date
RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	07/25/2011
__Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	07/25/2011

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\_\_Signature of Reporting Person

Date

ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., as its general partner, BY: ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer

07/25/2011

\*\*Signature of Reporting Person

Date

RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc. as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer

07/25/2011

\*\*Signature of Reporting Person

Date

ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer

07/25/2011

\*\*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) This price represents the approximate weighted average price per share of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$295.25 to \$296.23 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(2) These Shares are held by ESL Partners, L.P. ("Partners").

(3) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$296.50 to \$297.13 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(4) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$296.16 to \$296.60 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(5) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$295.36 to \$296.35 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(6) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").

(7) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").

(8) These Shares are held by Edward S. Lampert.

(9) These Shares are held by Acres Partners, L.P. ("Acres").

(10) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and Acres and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director 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

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.