

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

SCHEDULE 13D
(AMENDMENT NO. 11)

Under the Securities Exchange Act of 1934

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

053332-10-2

(CUSIP Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

March 30, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), (f) or (g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Partners, L.P.
 22-2875193

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 7 SOLE VOTING POWER

14,769,019

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

14,769,019

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

PN

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

 7 SOLE VOTING POWER

3,479,999

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

3,479,999

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

CO

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited
 partnership
 06-1456821

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 7 SOLE VOTING POWER

505,557

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

505,557

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

PN

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 ESL Investors, L.L.C., a Delaware limited liability
 company
 13-4095958

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

 WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

 N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

 7 SOLE VOTING POWER

 NUMBER OF SHARES 1,521,365
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON WITH

 8 SHARED VOTING POWER

 0

 9 SOLE DISPOSITIVE POWER

 1,521,365

 10 SHARED DISPOSITIVE POWER

 0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

 30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

 N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

 27.48%(1)

 14 TYPE OF REPORTING PERSON

 CO

(1) Based on 111,674,609 shares of common stock issued and outstanding as of March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Acres Partners, L.P., a Delaware limited partnership
 06-1458694

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 7 SOLE VOTING POWER

8,795,770

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

8,795,770

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

PN

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marion Partners, L.P., a Delaware limited partnership 06-1527654	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,124,840
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		1,124,840
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		30,686,824
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		27.48%(1)
14	TYPE OF REPORTING PERSON	
	PN	

(1) Based on 111,674,609 shares of common stock issued and outstanding as of March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Blue Macaw Partners, L.P., a Delaware limited
 partnership
 06-1573985

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

488,350

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

488,350

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

PN

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward S. Lampert

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

00

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

 7 SOLE VOTING POWER

1,924

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

1,924

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,686,824

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
 (11)

27.48%(1)

 14 TYPE OF REPORTING PERSON

IN

 (1) Based on 111,674,609 shares of common stock issued and outstanding as of
 March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly
 period ending February 10, 2001, filed with the SEC on March 27, 2001.

This Amendment No. 11 to Schedule 13D (this "Amendment No. 11") amends and supplements the Schedule 13D (as previously amended) filed by ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, LLC, a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), Marion Partners, L.P., a Delaware limited partnership ("Marion"), Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw") and Edward S. Lampert, a U.S. citizen ("Mr. Lampert"), by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D previously filed with the Securities and Exchange Commission.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended in its entirety as follows:

The total amount of funds required by ESL for the purchase of 1,241,139 Shares was approximately \$34,759,788 and was obtained from working capital. The total amount of funds required by Limited for the purchase of 182,833 Shares was approximately \$5,117,449 and was obtained from working capital. The total amount of funds required by Institutional for the purchase of 35,621 Shares was approximately \$997,912 and was obtained from working capital. The total amount of funds required by Investors for the purchase of 197,407 Shares was approximately \$5,524,920 and was obtained from working capital. The total amount of funds required by Acres for the purchase of 500,000 Shares was approximately \$13,970,257 and was obtained from working capital. Mr. Lampert, a director of the Issuer, owns an aggregate of 1,924 Shares, which he received directly from the Issuer pursuant to the Issuer's director compensation plan.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

(a) Pursuant to that certain Joint Filing Agreement, entered into by and among the Filing Persons, dated as of January 29, 2001 (incorporated herein by reference to Exhibit 1 to Amendment No. 7 to Schedule 13D, filed on January 29, 2001), each of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert may be deemed to beneficially own 30,686,824 Shares (which is approximately 27.48% of the Shares outstanding as of March 10, 2001, as disclosed in the Issuer's Form 10-Q for the quarterly period ending February 10, 2001, filed with the SEC on March 27, 2001.).

(b)

	Sole Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----	Shared Dispositive Power -----
ESL Partners, L.P.	14,769,019	0	14,769,019	0
ESL Limited	3,479,999	0	3,479,999	0
ESL Institutional Partners, L.P.	505,557	0	505,557	0
ESL Investors, L.L.C.	1,521,365	0	1,521,365	0
Acres Partners, L.P.	8,795,770	0	8,795,770	0
Marion Partners, L.P.	1,124,840	0	1,124,840	0
Blue Macaw Partners, L.P.	488,350	0	488,350	0
Edward S. Lampert	1,924	0	1,924	0

(c) Since the most recent filing on Schedule 13D, the only transactions in the Shares by Mr. Lampert was an additional 324 Shares issued to Mr. Lampert pursuant to Mr. Lampert's role as a director of the Issuer since December 9, 1999, and pursuant to the Issuer's director compensation plan. Since the most recent filing on Schedule 13D, there have been no other transactions in the Shares by any of the Filing Persons, other than as set forth in this Item 5 and in Schedule A attached hereto and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 11 is true, complete and correct.

Date: April 2, 2001

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chairman

ESL LIMITED

By: ESL Investment Management, LLC,
its investment manager

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,
its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chairman

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chairman

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chairman

BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chairman

/s/ EDWARD S. LAMPERT

EDWARD S. LAMPERT

SCHEDULE A

TRANSACTIONS IN THE SHARES IN
THE PAST SIXTY DAYS OR SINCE THE
MOST RECENT FILING OF SCHEDULE 13D

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL WERE:

Date of Purchase -----	Shares Purchased -----	Price Per Share -----
03/29/01	42,276	\$27.35
03/30/01	1,178,924	28.03
03/30/01	19,939	27.99

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY LIMITED WERE:

Date of Purchase -----	Shares Purchased -----	Price Per Share -----
03/29/01	10,644	\$27.35
03/30/01	167,907	28.03
03/30/01	4,282	27.99

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL WERE:

Date of Purchase -----	Shares Purchased -----	Price Per Share -----
03/29/01	773	\$27.35
03/30/01	34,269	28.03
03/30/01	579	27.99

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INVESTORS WERE:

Date of Purchase -----	Shares Purchased -----	Price Per Share -----
03/29/01	12,407	\$27.35
03/30/01	185,000	28.03

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ACRES WERE:

Date of Purchase -----	Shares Purchased -----	Price Per Share -----
03/29/01	66,100	\$27.35
03/30/01	433,900	28.03