



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

| 1. Title of Derivative (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) | Code (Instr. 8) | V | 6A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6B. Date Exercisable and Expiration Date (Month/Day/Year) | 6C. Title of Underlying Security (Instr. 3 and 4) | 6D. Amount of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--|--------------------------------------|--|-----------------|---|---|---|---|----------------------|--|--|---|--|
| <a href="#">LAMPEN VOWARD S</a>   |  |                                      |  |                 |   |   |   |   |                      |  |  |   |  |
| (Last)                            |  | (First)                              | (Middle)   |                 |   |   |   |   |                      |  |  |   |  |
| 200 GREENWICH AVENUE              |  |                                      |  |                 |   |   |   |   |                      |  |  |   |  |
| (Street)                          |  |                                      |  |                 |   |   |   |   |                      |  |  |   |  |
| GREENWICH                         | CT   |                                      | 06830  |                 |   |   |   |   |                      |  |  |   |  |
| (City)                            | (State)  | (Zip)                                |  | Code            | V | (A)   | (D)   | Date Exercisable                                  | Expiration Date      | Title                                      | Amount or Number of Shares   |   |  |

1. Name and Address of Reporting Person\*  
[ESL INVESTMENTS INC](#)

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

(Street)  
 GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[RBS PARTNERS L P /CT](#)

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

(Street)  
 GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ESL PARTNERS, L.P.](#)

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

(Street)  
 GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ESL INSTITUTIONAL PARTNERS LP](#)

(Last) (First) (Middle)  
 200 GREENWICH AVE

(Street)  
 GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[RBS INVESTMENT MANAGEMENT LLC](#)

(Last) (First) (Middle)  
 200 GREENWICH AVE

(Street)  
 GREENWICH CT 06830

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

ESL INVESTORS LLC

(Last) (First) (Middle)

200 GREENWICH AVE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

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 \$211.00 to \$211.28 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 \$212.50 to \$212.84 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 \$211.00 to \$211.31 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. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
6. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
7. These Shares are held by Edward S. Lampert.
8. These Shares are held in grantor retained annuity trusts, of which Mr. Lampert is the trustee.
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 Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or 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 amount.

/s/ EDWARD S. LAMPERT 07/29/2010

ESL INVESTMENTS, INC.,

By: /s/ Adrian J. Maizey, Chief 07/29/2010  
Financial Officer

RBS PARTNERS, L.P., By:

ESL Investments, Inc., as its  
general partner, By: /s/ Adrian 07/29/2010  
J. Maizey, Chief Financial  
Officer

ESL PARTNERS, L.P., By:

RBS Partners, L.P., as its  
general partner, By: ESL  
Investments, Inc., as its general 07/29/2010  
partner, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

ESL INSTITUTIONAL

PARTNERS, L.P., By: RBS  
Investment Management,  
L.L.C., as its general partner, 07/29/2010  
By: ESL Investments, Inc., as  
its manager, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

RBS INVESTMENT

MANAGEMENT, L.L.C., By:  
ESL Investments, Inc., as its 07/29/2010  
manager, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

ESL INVESTORS, L.L.C., By:

RBS Partners, L.P., as its  
manager, By: ESL  
Investments, Inc., as its general 07/29/2010  
partner, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.