

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>ESL INVESTMENTS INC</u><br><br>(Last) (First) (Middle)<br><u>200 Greenwich Avenue</u><br><br>(Street)<br><u>Greenwich CT 06830</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AUTOZONE INC [ AZO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/05/2003</u>      |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**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                    | 11/05/2003                           |  | S                              |   | 2,422,470   | D          | \$98.8815 | 8,249,659   | D(1)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 344,699   | D          | \$98.8815 | 1,355,385   | D(2)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 93,255  | D          | \$98.8815 | 302,560   | D(3)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 375,344   | D          | \$98.8815 | 1,146,021   | D(4)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 1,651,042   | D          | \$98.8815 | 5,875,557   | D(5)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 224,840   | D          | \$98.8815 | 0   | D(6)(11)(12)   |   |
| Common Stock                    | 11/05/2003                           |  | S                              |   | 488,350   | D          | \$98.8815 | 0   | D(7)(11)(12)   |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 2,215,581   | D(8)(11)(12)   |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 441,638   | D(9)(11)(12)   |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 342,299   | D(10)(11)(12)  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

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\*  
ESL PARTNERS LP  
 (Last) (First) (Middle)  
200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ESL LTD

(Last) (First) (Middle)

9 Church Street

(Street)  
Hamilton, Bermuda 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ESL INSTITUTIONAL PARTNERS LP

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ESL INVESTORS LLC

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ACRES PARTNERS L P

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

MARION PARTNERS L P

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BLUE MACAW PARTNERS L P

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)  
Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

200GA L P

(Last) (First) (Middle)

200 Greenwich Avenue

(Street)

Greenwich CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KP I PARTNERS LP

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned by ESL Partners, L.P., a Delaware limited partnership ("Partners").
2. These securities are owned by ESL Limited, a Bermuda corporation ("Limited").
3. These securities are owned by ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional").
4. These securities are owned by ESL Investors, L.L.C., a Delaware limited liability company ("Investors").
5. These securities are owned by Acres Partners, L.P., a Delaware limited partnership ("Acres").
6. These securities are owned by Marion Partners, L.P., a Delaware limited partnership ("Marion").
7. These securities are owned by Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw").
8. These securities are owned by 200GA, L.P., a Delaware limited partnership ("200GA").
9. These securities are owned by KP I Partners, L.P., a Delaware limited partnership ("KPI").
10. These securities are owned by KP II Partners, L.P., a Delaware limited partnership ("KPII").
11. This Form 4 is filed on behalf of a group consisting of Partners, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, 200GA, KPI and KPII (collectively, the "ESL Parties"), RBS Partners, L.P. ("RBS Partners"), ESL Investment Management, L.L.C., a Delaware limited liability company ("ESLIM"), RBS Investment Management, L.L.C., a Delaware limited liability company ("RBSIM"), ESL Investments, Inc., a Delaware corporation ("Investments"), and Edward S. Lampert. The general partner of Partners and the manager of Investors is RBS Partners. The general partner of RBS Partners is Investments. ESLIM is the investment manager of Limited and the general partner of each of KPI and KPII. RBSIM is the general partner of Institutional. Investments is the general partner of each of Acres, Marion, Blue Macaw and 200GA. Mr. Lampert is a controlling stockholder of Investments and the managing member of RBSIM and ESLIM.
12. Each of the ESL Parties, RBS Partners, ESLIM, RBSIM, Investments and Mr. Lampert may be deemed to be an indirect beneficial owner of the securities reported on this Form 4. The total amount of securities reported as beneficially owned by each of the ESL Parties is greater than Investments' or Mr. Lampert's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Institutional is greater than RBSIM's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Limited, KPI and KPII, respectively, is greater than ESLIM's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Partners and Investors, respectively, is greater than RBS Partners' indirect pecuniary interest in such securities.

**Remarks:**

The SEC's online filing system for Section 16 reports only permits ten reporting persons to file a joint report pursuant to Section 16. However, this Form 4 is filed on behalf of more than ten reporting persons. In accordance with instructions of the SEC (FAQ: Section 16 Electronic Reporting; Q.13), this Form 4 is being filed on behalf of ten of the reporting persons, and an additional copy of this Form 4 is being filed contemporaneously herewith on behalf of the remaining reporting persons.

/s/ William C. Crowley,  
President of ESL Investments, Inc. 11/07/2003

/s/ William C. Crowley, for  
ESL Partners, L.P. 11/07/2003

/s/ William C. Crowley, for  
ESL Limited 11/07/2003

/s/ William C. Crowley, for  
ESL Institutional Partners, L.P. 11/07/2003

/s/ William C. Crowley, for  
ESL Investors, L.L.C. 11/07/2003

/s/ William C. Crowley, for  
Acres Partners, L.P. 11/07/2003

/s/ William C. Crowley, for  
Marion Partners, L.P. 11/07/2003

/s/ William C. Crowley, for  
Blue Macaw Partners, L.P. 11/07/2003

/s/ William C. Crowley, for  
200GA, L.P. 11/07/2003

/s/ William C. Crowley, for KP  
I Partners, L.P. 11/07/2003

\*\* 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.