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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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: 3235-028							
OND NUMBER. 3233-020							
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hours per response: 0.5							
nours ber response.	0.5						

1. Name and Addres <u>LAMPERT E</u>		n*	2. Issuer Name and Ticker or Trading Symbol AUTOZONE INC [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) 200 GREENWIC	(First) CH AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/14/2011	Officer (give title Other (specify below) below)
(Street) GREENWICH (City)	CT (State)	06830 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

Table I	- Non-Deriv	ative Securities	s Acquired	, Disposed of, or Beneficia	ally 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)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Transaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr.			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr.
			Code	v	Amount	Amount (A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)		4)				
Common Stock, par value \$0.01 per share	10/14/2011		s		71,214	D	\$328.18(1)	5,008,016	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/14/2011		s		1,023	D	\$329.16 ⁽⁴⁾	5,006,993	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		4,080	D	\$327.06 ⁽⁵⁾	5,002,913	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		23,695	D	\$327.93 ⁽⁶⁾	4,979,218	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		17,155	D	\$328.91 ⁽⁷⁾	4,962,063	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		12,132	D	\$329.98 ⁽⁸⁾	4,949,931	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		1,067	D	\$330.86 ⁽⁹⁾	4,948,864	I	See Footnotes ⁽²⁾⁽³⁾				
Common Stock, par value \$0.01 per share	10/14/2011		s		22,772	D	\$328.18(1)	1,670,079	Ι	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/14/2011		s		327	D	\$329.16 ⁽⁴⁾	1,669,752	I	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		1,588	D	\$327.06 ⁽⁵⁾	1,668,164	I	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		9,222	D	\$327.93 ⁽⁶⁾	1,658,942	Ι	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		6,676	D	\$328.91(7)	1,652,266	I	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		4,721	D	\$329.98 ⁽⁸⁾	1,647,545	I	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		416	D	\$330.86 ⁽⁹⁾	1,647,129	I	See Footnotes ⁽³⁾⁽¹⁰⁾				
Common Stock, par value \$0.01 per share	10/14/2011		s		17	D	\$ 328.18 ⁽¹⁾	1,197	I	See Footnotes ⁽³⁾⁽¹¹⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		1	D	\$327.06 ⁽⁵⁾	1,196	I	See Footnotes ⁽³⁾⁽¹¹⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		6	D	\$327.93 ⁽⁶⁾	1,190	I	See Footnotes ⁽³⁾⁽¹¹⁾				
Common Stock, par value \$0.01 per share	10/17/2011		s		4	D	\$328.91 ⁽⁷⁾	1,186	I	See Footnotes ⁽³⁾⁽¹¹⁾				

		Tabl	e I - Non-Deriv	vativ	e Sec	curitie	es Acc	luire	ed, C	ispose	d of,	or	Beneficia	ally Own	ed					
1. Title of S	Security (Inst	r. 3)	2. Transaction Date (Month/Day/Ye	ar) E	A. Deer Executio f any Month/E	n Date,	Code	sactio e (Insi	on Di	Securities sposed Of	Acquir (D) (Ins	Acquired (A) or (D) (Instr. 3, 4 and 5)		5. Amount Securities Beneficially Owned Fol Reported	y Iowing	6. Owne Form: D (D) or In (I) (Instr	Direct direct	7. Nat Indire Benef Owne 4)	ct	
							Code	e v	A	mount	(A) or (D)	F	Price	Transaction (Instr. 3 and	n(s) d 4)					
Common share	Stock, par v	/alue \$0.01 per	10/17/2013	L			S			3	D	4	\$329.98 ⁽⁸⁾	1,18	3	I		See Foot	notes ⁽³⁾⁽¹¹	
Common share	Stock, par v	value \$0.01 per	10/17/2012	L			s			1	D	4	\$330.86 ⁽⁹⁾	1,18	2	I		See Foot	notes ⁽³⁾⁽¹¹	
Common share	Stock, par v	value \$0.01 per	10/14/2013	L			s			38,433	D	4	328.18 ⁽¹⁾	2,750,3	335	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	value \$0.01 per	10/14/2011	L			S			552	D	4	\$329.16 ⁽⁴⁾	2,749,'	783	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	/alue \$0.01 per	10/17/2011	L			S			2,443	D	4	\$327.06 ⁽⁵⁾	2,747,3	340	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	alue \$0.01 per/	10/17/2013	L			s		T	14,185	D	4	\$327 .9 3 ⁽⁶⁾	2,733,	155	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	alue \$0.01 per/	10/17/2012	ı			s			10,270	D	4	\$328.91 ⁽⁷⁾	2,722,	885	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	alue \$0.01 per/	10/17/2013	L			s			7,263	D	4	\$329.98 ⁽⁸⁾	2,715,	622	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	alue \$0.01 per/	10/17/2013	L			s			638	D	4	\$330.86 ⁽⁹⁾	2,714,	984	D ⁽³⁾⁽	(12)			
Common share	Stock, par v	alue \$0.01 per/												2,000,0	000	I		See Foot	notes ⁽³⁾⁽¹³	
		Ta	ble II - Deriva (e.g., p										eneficially curities)	y Owned						
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)		saction e (Instr.	of Deriv Secu Acqu (A) o Disp	vative rities lired r osed) r. 3, 4	ties ed sed		Expiration Date		n Date Amount of ay/Year) Securities Underlying Derivative Security (In and 4)		mount of Derivative Security (Instr. 5) erivative acurity (Instr. 3 and 4)		derivative G Securities F Beneficially G Owned G		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D) rect	11. Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	e v	(A)		Date	cisable	Expirat Date		itle	Amount or Number of Shares							
		Reporting Person*																		
LAMP	ERT EDV	VARD S																		
(Last) 200 GRE	ENWICH A	(First) AVENUE	(Middle)																	
(Street)	WICH	СТ	06830																	
(City)		(State)	(Zip)		-															
	nd Address of	Reporting Person [*] 5, L.P.																		
(Last) 200 GRE	ENWICH A	(First) AVENUE	(Middle)		-															
(Street) GREEN	WICH	СТ	06830																	
(City)		(State)	(Zip)																	
	nd Address of	Reporting Person [*]																		
(Last)		(First)	(Middle)		-															

(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person [*]	
ESL INSTITUT	FIONAL PARTN	<u>ERS LP</u>
(1 +)		(84:-1-11-)
(Last) 200 GREENWICH	(First)	(Middle)
(Street)		
GREENWICH	СТ	06830
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person [*]	
ESL INVESTM	<u>IENTS INC</u>	
(Last)	(First)	(Middle)
200 GREENWICH	AVENUE	
(Street)		
GREENWICH	СТ	06830
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
	MENT MANAGE	EMENT LLC
(Last)	(First)	(Middle)
200 GREENWICH	I AVENUE	
(Street)		
GREENWICH	СТ	06830
,		
(City)	(State)	(Zip)
1. Name and Address		
RBS PARTNEI	<u>RS L P /CT</u>	
(Last)	(First)	(Middle)
200 GREENWICH	. ,	(
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)
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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 \$328.00 to \$328.97 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 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.

4. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$329.04 to \$329.52 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 \$326.40 to \$327.38 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. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$327.40 to \$328.38 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.

7. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$328.40 to \$329.39 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.

8. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$329.46 to \$330.42 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.

9. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$330.48 to \$331.41 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.

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

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

12. These Shares are held by Edward S. Lampert.

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

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. Page

/s/ Edward S. Lampert 10/18/2011 ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general 10/18/2011 partner, 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 10/18/2011 partner, By: /s/ Adrian J. Maizey, Chief Financial Of<u>ficer</u> ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., as its general partner, 10/18/2011 By: ESL Investments, Inc., as <u>its manager, By: /s/ Adrian J.</u> Maizey, Chief Financial Officer ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief 10/18/2011 **Financial Officer RBS INVESTMENT** MANAGEMENT, L.L.C., By: ESL Investments, Inc., as its 10/18/2011 manager, By: /s/ Adrian J. Maizey, Chief Financial Officer RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian 10/18/2011 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.

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