

**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* <u>LAMPERT EDWARD S</u> _____ (Last) (First) (Middle) <u>200 GREENWICH AVENUE</u> _____ (Street) <u>GREENWICH CT 06830</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC [ AZO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2008</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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, par value \$0.01 per share	10/13/2008		P		12,705	A	\$103	13,229,468	I	See Footnotes <sup>(1)(7)</sup>
Common Stock, par value \$0.01 per share								3,003,476	I	See Footnotes <sup>(2)(7)</sup>
Common Stock, par value \$0.01 per share								71,771	I	See Footnotes <sup>(3)(7)</sup>
Common Stock, par value \$0.01 per share								5,875,557	I	See Footnotes <sup>(4)(7)</sup>
Common Stock, par value \$0.01 per share								860,325	I	See Footnotes <sup>(5)(7)</sup>
Common Stock, par value \$0.01 per share								22,150	D <sup>(6)(7)</sup>	

**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)		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)					

1. Name and Address of Reporting Person\*  
LAMPERT EDWARD S  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
200 GREENWICH AVENUE  
 \_\_\_\_\_  
 (Street)  
GREENWICH CT 06830  
 \_\_\_\_\_  
 (City) (State) (Zip)

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\*

[RBS PARTNERS L P /CT](#)

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
2. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
3. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
4. These Shares are held by Acres Partners, L.P. ("Acres").
5. These Shares are held by RBS Partners, L.P. ("RBS").
6. These Shares are held by Edward S. Lampert.

7. This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("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 \(See signatures of Reporting Persons as Exhibit 99.1\)](#) [10/15/2008](#)

\*\* 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.**

Joint Filer Information

Date of Event Requiring Statement: October 13, 2008

Issuer Name and Ticker or Trading Symbol: AutoZone, Inc. (AZO)

Designated Filer: Edward S. Lampert

Other Joint Filers: ESL Investments, Inc., RBS Partners, L.P. and ESL Partners, L.P.

Addresses: The principal business address of each of the Joint Filers above is 200 Greenwich Avenue, Greenwich, CT 06830.

Signatures: EDWARD S. LAMPERT

/s/ Edward S. Lampert
-----
Edward S. Lampert

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey
-----
Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey
-----
Name: Adrian J. Maizey
Title: Chief Financial Officer

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
-----
Name: Adrian J. Maizey
Title: Chief Financial Officer