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

SCHEDULE 13D (AMENDMENT NO. 14)

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)	-
December 26, 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).

CUSIP No. 05333	2-10-2
	REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	ESL Partners, L.P. 22-2875193
2 CHECK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X] (b) [ ]
3 SEC USE	ONLY
4 SOURCE	OF FUNDS
	wc
	OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO (d) OR 2(e)
	N/A
6 CITIZEN	SHIP OR PLACE OF ORGANIZATION
	Delaware
	7 SOLE VOTING POWER
NUMBER OF	12,338,984
SHARES BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY EACH	0
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER
WIIII	12,338,984
	10 SHARED DISPOSITIVE POWER 0
11 AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	25,531,189
12 CHECK E CERTAIN	OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
	N/A
13 PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	23.91%(1)
14 TYPE OF	REPORTING PERSON
	PN

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No.	053332-10-2			
1	NAME OF REPORTING S.S. OR I.R.S. IDE	PERSON ENTIFICATION NO. OF ABOVE PERSON		
	ESL Limited	d, a Bermuda corporation		
2		IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	WC			
5	CHECK BOX IF DISCI PURSUANT TO ITEMS	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED		[]
	N/A			
6	CITIZENSHIP (	OR PLACE OF ORGANIZATION		
	Bermuda			
		7 SOLE VOTING POWER		
NUMBE SHAF		2,985,290		
BENEFIC OWNED	CIALLY	8 SHARED VOTING POWER		
EA( REPORT	СН	0		
PERS WIT	SON	9 SOLE DISPOSITIVE POWER		
WI		2,985,290		
		10 SHARED DISPOSITIVE POWER		
		0		
		BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	25,531,189			
12	CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES		[]
	N/A			
		REPRESENTED BY AMOUNT IN ROW (11)		
	23.91%(1)			
14	TYPE OF REPORTING			
	СО			

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No	. 053332-10-2		
1	NAME OF REPORTING S.S. OR I.R.S. IDE		
	ESL Institu 06-1456821	utional Partners, L.P., a Delaware limited pa	rtnership
2	CHECK THE APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISCU PURSUANT TO ITEMS	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED	[ ]
	N/A		
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	
	Delaware		
		7 SOLE VOTING POWER	
NUMBE	R OF	443,272	
SHAR BENEFIC		8 SHARED VOTING POWER	
OWNED	BY		
EAC REPORT	•	0	
PERS WIT		9 SOLE DISPOSITIVE POWER	
WIII	1	443,272	
		10 SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	25,531,189		
12	CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[ ]
	N/A		
13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)	
	23.91%(1)		
14	TYPE OF REPORTING	PERSON	
	PN		

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No	. 053	332-10-2			
1		OF REPORTIN OR I.R.S. I		TION NO. OF ABOVE PERSON	
		ESL Investo 13-4095958	ors, L.L.	., a Delaware limited liabil	ity company
2	CHECK			IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3	SEC U	SE ONLY			
4	SOURC	E OF FUNDS			
		WC 			
5		BOX IF DIS		of LEGAL PROCEEDINGS IS REQUI	RED [ ]
		N/A			
6	CITIZ	ENSHIP OR F	PLACE OF	RGANIZATION	
		Delaware			
			7	SOLE VOTING POWER	
NUMBER SHARE				1,521,365	
BENEFIC: OWNED	IALLY BY		8	SHARED VOTING POWER	
EACI REPORT				0	
PERS(			9	SOLE DISPOSITIVE POWER	
				1,521,365	
			10	SHARED DISPOSITIVE POWER	
				0	
11	AGGRE	GATE AMOUNT	BENEFIC	ALLY OWNED BY EACH REPORTING	S PERSON
		25,531,189			
12		BOX IF THE	AGGREGA	E AMOUNT IN ROW (11) EXCLUDE	
		N/A			
13	PERCE	NT OF CLASS	REPRESE	TED BY AMOUNT IN ROW (11)	
		23.91%(1)			
14	TYPE	OF REPORTIN	IG PERSON		
		СО			

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No	. 053332-10-2		
	NAME OF REPORTI	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	06-1458694	ers, L.P., a Delaware limited partnership	
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	[ ]
	N/A		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
		7 SOLE VOTING POWER	
NUMBEI		7,526,599	
SHARI BENEFIC: OWNED	IALLY	8 SHARED VOTING POWER	
EACI	1	0	
REPOR PERSO WITO	ON	9 SOLE DISPOSITIVE POWER	
		7,526,599	
		10 SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	25,531,189		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[ ]
	N/A		
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	23.91%(1)		
14	TYPE OF REPORTI		<b> </b>
	PN		

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No.	053332-10-2	
1 N	AME OF REPORTING PERSON .S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marion Partners, L.P., a Delaware limited partnership 06-1527654	
	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3 S	EC USE ONLY	
4 S	OURCE OF FUNDS	
	WC	
	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED URSUANT TO ITEMS 2(d) OR 2(e)	[ ]
	N/A	
6 C	ITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7 SOLE VOTING POWER	
NUMBER	,	
SHARES BENEFICIA	LLY 8 SHARED VOTING POWER	
OWNED B EACH	0	
REPORTI PERSON WITH		
	224,840	
	10 SHARED DISPOSITIVE POWER	
	0	
11 A	GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	25,531,189	
	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ERTAIN SHARES	[ ]
	N/A	
13 P	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	23.91%(1)	
14 T	YPE OF REPORTING PERSON	<b> </b>
	PN	

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No	. 053332-10-2		
	NAME OF REPORTIN	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	06-1573985	Partners, L.P., a Delaware limited partnership	
2	CHECK THE APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DIS PURSUANT TO ITEM	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	[ ]
	N/A		
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION	
	Delaware		
		7 SOLE VOTING POWER	
	ER OF	488,350	
SHA BENEFI OWNE	CIALLY	8 SHARED VOTING POWER	
EA	СН	0	
PER WI		9 SOLE DISPOSITIVE POWER	
***		488,350	
		10 SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	25,531,189		
12	CHECK BOX IF THE CERTAIN SHARES	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[]
	N/A		
 13		S REPRESENTED BY AMOUNT IN ROW (11)	
	23.91%(1)		
 14	TYPE OF REPORTIN	NG PERSON	
	PN		

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

1	NAME OF REPORTI S.S. OR I.R.S.	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Edward S. L	ampert	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DI PURSUANT TO ITE	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED MS 2(d) OR 2(e)	[ ]
	N/A		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	U.S.		
		7 SOLE VOTING POWER	
NUMBER SHARE		2,489	
BENEFIC	IALLY	8 SHARED VOTING POWER	
OWNED EAC	Н	0	
REPORT PERS	ON	9 SOLE DISPOSITIVE POWER	
WIT	H	2,489	
		10 SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	25,531,189		
12	CHECK BOX IF TH CERTAIN SHARES	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[ ]
	N/A		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	23.91%(1)		
14	TYPE OF REPORTI		
	IN		

CUSIP No. 053332-10-2

<sup>(1)</sup> Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

This Amendment No. 14 to Schedule 13D (this "Amendment") 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 ("Marion"), Blue Macaw 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 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended as follows:

From December 19, 2001, through December 26, 2001, the Filing Persons sold 2,310,200 Shares in the aggregate in accordance with the exemption from the registration requirements of the Securities Act of 1933, as amended (the "1933 Act"), provided by Rule 144 ("Rule 144"). Following these transactions, the Filing Persons continue to hold 25,531,189 Shares which is approximately 23.91% of the shares outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001. Following these transactions, the Filing Persons are currently entitled to vote 17,164,683 shares or 16.07% of the shares which were reported as outstanding as of December 14, 2001.

#### 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 25,531,189 Shares (which is approximately 23.91% of the Shares outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001).

(b)

Sole Shared Sole Shared Voting Voting Dispositive Dispositive Power Power Power Power ------------- --------- ESL Partners, L.P. 12,338,984 0 12,338,984 0 ESL Limited 2,985,290 0 2,985,290 0 ESL Institutional Partners, L.P. 443,272 0 443,272 0 ESL

Investors, L.L.C. 1,521,365 0 1,521,365 0 Acres
Partners,
L.P.
7,526,599 0
7,526,599 0
Marion
Partners,
L.P. 224,840
0 224,840 0
Blue Macaw
Partners, L.
P. 488,350 0
488,350 0
Edward S.
Lampert
2,489 0
2,489 0

(c) Since the most recent filing on Schedule 13D, there have been no 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 is true, complete and correct.

Date: December 27, 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:

Price Date of Sale Sold Per Share -----12/19/01 6,385 \$ 74.710 12/20/01 138,722 75.076 12/21/01 19,341 73.758 12/24/01 1,208 74.590 12/26/01 794,113

73.021

Shares Price

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 Sale Sold Per Share ------- ----12/19/01 496 \$ 74.710 12/20/01 22,223 75.076 12/21/01 3,171 73.758

12/24/01 209 74.590

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:

Shares Price Date of Sale Sold Per Share - 12/19/01 143 \$ 74.710 12/20/01 3,989 75.076 12/21/01 528 73.758 12/24/01 58 74.590

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:

Price Date of Sale Sold Per Share ------------ ----12/19/01 2,976 \$ 74.710 12/20/01 69,866 75.076 12/21/01 9,760 73.758 12/24/01 625 74.590 12/26/01

Shares

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 MARION WERE:

Shares
Price
Date of
Sale
Sold
Per
Share ----12/26/01
900,000

\$ 73.021

336,387 73.021