

**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>ESL INVESTMENTS INC</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>08/12/2004</u>	
		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	08/12/2004		P		236,600	A	\$73.673	10,533,625	D <sup>(1)(3)(4)</sup>	
Common Stock								9,653,326	I <sup>(2)(3)(4)</sup>	See footnotes

**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\*  
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*			
<u>LAMPERT EDWARD S</u>			
(Last)	(First)	(Middle)	
200 GREENWICH AVENUE			
(Street)	GREENWICH	CT	06830
(City)	(State)	(Zip)	

**Explanation of Responses:**

- These securities are owned by ESL Partners, L.P. ("Partners").
- Includes (i) 3,683,037 shares held by ESL Investors, L.L.C. ("Investors"), (ii) 71,771 shares held by ESL Institutional, L.P. ("Institutional"), (iii) 5,875,557 shares held by Acres Partners, L.P. ("Acres"), (iv) 19,310 shares held by ESL Investment Management, LLC ("ESLIM") and (v) 3,651 shares held by Edward S. Lampert.
- This Form 4 is filed on behalf of Partners, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS") and Edward S. Lampert. RBS is the general partner of Partners and the manager of Investors. Investments is the general partner of RBS and Acres. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Mr. Lampert is a controlling stockholder of Investments and the managing member of ESLIM and RBSIM.
- Each of Partners, Institutional, Investors, Acres, ESLIM, Investments, RBS, RBSIM and Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein. The total amount of securities reported as beneficially owned by Partners, Institutional, Investors, Acres and ESLIM is greater than Investments' or Mr. Lampert's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Partners and Investors is greater than RBS'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.

/s/ William C. Crowley,  
President and Chief Operating Officer    08/13/2004

/s/ William C. Crowley,  
President and Chief Operating Officer of ESL Investments, Inc., General Partner of RBS Partners, L.P., General Partner of ESL Partners, L.P.    08/13/2004

/s/ William C. Crowley,  
President and Chief Operating Officer of ESL Investments, Inc., General Partner of RBS Partners, L.P.    08/13/2004

/s/ Edward S. Lampert    08/13/2004  
 \*\* 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.**