\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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:	3235-0287					
Estimated average burd	len					
hours per response:	0.5					

1. Name and Address of Reporting Person* LAMPERT EDWARD S			2. Issuer Name and Ticker or Trading Symbol <u>AUTOZONE INC</u> [AZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				Director X 10% Owner					
(Last) 200 GREENWI	(First) CH AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2010	Officer (give title Other (specify below) below)					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) GREENWICH	CT	06830		Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

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 Disposed Of	s Acquire f (D) (Inst	d (A) or tr. 3, 4 and 5)	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	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		4)	
Common Stock, par value \$0.01 per share	12/21/2010		s		23,799	D	\$272.99 ⁽¹⁾	7,116,221	I	See Footnotes ⁽²⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/22/2010		s		2,030	D	\$272.69 ⁽³⁾	7,114,191	I	See Footnotes ⁽²⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/23/2010		S		3,455	D	\$272.25(4)	7,110,736	I	See Footnotes ⁽²⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/21/2010		S		7,103	D	\$272.99(1)	2,123,852	I	See Footnotes ⁽⁵⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/22/2010		S		606	D	\$272.69 ⁽³⁾	2,123,246	I	See Footnotes ⁽⁵⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/23/2010		S		1,031	D	\$272.25(4)	2,122,215	I	See Footnotes ⁽⁵⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/21/2010		S		5	D	\$272.99 ⁽¹⁾	1,537	I	See Footnotes ⁽⁶⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/22/2010		s		1	D	\$272.69 ⁽³⁾	1,536	I	See Footnotes ⁽⁶⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/23/2010		s		1	D	\$272.25(4)	1,535	I	See Footnotes ⁽⁶⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share	12/21/2010		s		11,725	D	\$272.99 ⁽¹⁾	3,489,974	D ⁽⁷⁾⁽¹⁰⁾		
Common Stock, par value \$0.01 per share	12/22/2010		s		1,000	D	\$272.69 ⁽³⁾	3,488,974	D ⁽⁷⁾⁽¹⁰⁾		
Common Stock, par value \$0.01 per share	12/23/2010		s		1,702	D	\$272.25 ⁽⁴⁾	3,487,272	D ⁽⁷⁾⁽¹⁰⁾		
Common Stock, par value \$0.01 per share								15,542	I	See Footnotes ⁽⁸⁾⁽¹⁰⁾	
Common Stock, par value \$0.01 per share								2,000,000	I	See Footnotes ⁽⁹⁾⁽¹⁰⁾	

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)

	Table II - Derivative Securities Acquired, Disposed of, or Benéficially Owned (e.g., puts, calls, warrants, options, convertible sequicities)														
1. Title of	2.	3. Transaction	3A. Deemed	C .ode	v	(6A)Nu		Date 6xDatisEbler	Expiration	T it T ëtle	of aSolidiares	8. Price of	9. Number of	10.	11. Nature
Derivative Security (instr.3) an	Conversion or Exercise oprice 655 of Oprivative Security	Date (Month/Day/Year)* Reporting Person	Execution Date, if any (Month/Day/Year)		tion- Istr.	of Deriv Secu Acqu (A) or Dispo of (D)	ative rities ired osed	Expiration Dâte (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
(Last) 200 GRE	ENWICH .	(First) AVENUE	(Middle)		_	(Instr and 5	. 3, 4						(Instr. 4)		
(Street) GREENV	VICH	CT	06830		-			Date	Expiration		Amount or Number of				
(City)		(State)	(Zip)	Code	v	(A)	(D)	Exercisable	Date	Title	Shares				
		Reporting Person [*] ENTS INC			_										
(Last) 200 GRE	ENWICH	(First) AVENUE	(Middle)		_										
(Street) GREENV	WICH	СТ	06830		_										
(City)		(State)	(Zip)												
		Reporting Person [*] S L P /CT			_										
(Last) ONE LA	FAYETTE	(First) PLACE	(Middle)												
(Street) GREENV	WICH	СТ	06830												
(City)		(State)	(Zip)												
	d Address of	Reporting Person [*] <u> S., L.P.</u>													
(Last) 200 GRE	ENWICH	(First) AVENUE	(Middle)												
(Street) GREENV	WICH	СТ	06830												
(City)		(State)	(Zip)												
		Reporting Person [*]	<u>FNERS LP</u>		_										
(Last) 200 GRE	ENWICH	(First) AVE	(Middle)												
(Street) GREENV	WICH	СТ	06830												
(City)		(State)	(Zip)												
		Reporting Person [*] ENT MANA	<u>GEMENT LI</u>	<u>.C</u>											
(Last) 200 GRE	ENWICH	(First) AVE	(Middle)												
(Street) GREENV	WICH	СТ	06830												
(City)		(State)	(Zip)												

1. Name and Address of Reporting Person* <u>ESL INVESTORS LLC</u>							
(Last) 200 GREENWICI	(First) H AVE	(Middle)					
(Street) GREENWICH	СТ	06830					
(City)	(State)	(Zip)					

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 \$272.90 to \$273.32 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 price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$272.50 to \$273.00 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.

4. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$272.00 to \$272.52 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. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").

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

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

8. These Shares are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.

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

10. 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.

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	<u>12/23/2010</u>
ESL INVESTMENTS, INC., By:/s/ Adrian J. Maizey, Chief Financial Officer	<u>12/23/2010</u>
<u>RBS PARTNERS, L.P.,</u> <u>By:ESL Investments, Inc., as</u> <u>its general partner, By: /s/</u> <u>Adrian J. Maizey, Chief</u> <u>Financial Officer</u>	<u>12/23/2010</u>
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, Chief Financial Officer	<u>12/23/2010</u>
ESL INSTITUTIONAL <u>PARTNERS, L.P.,By: RBS</u> <u>Investment Management,</u> <u>L.L.C., as its general</u> <u>partner,By: ESL Investments,</u> <u>Inc., as its manager, By: /s/</u> <u>Adrian J. Maizey, Chief</u> <u>Financial Officer</u>	<u>12/23/2010</u>
RBS INVESTMENT MANAGEMENT, L.L.C., <u>By:</u> ESL Investments, Inc., as its manager,By: /s/ Adrian J. Maizey, Chief Financial Officer	<u>12/23/2010</u>
ESL INVESTORS, L.L.C., By: <u>RBS Partners, L.P., as its</u> <u>manager, By: ESL</u> <u>Investments, Inc., as its general</u> <u>partner, By: /s/ Adrian J.</u> <u>Maizey, Chief Financial</u> <u>Officer</u> ** Signature of Reporting Person	<u>12/23/2010</u> Date
Signature of Reporting Person	Dale

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.