

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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hours per response: 0.5

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

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>10/28/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/01/2005</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	10/28/2005		P		500,000	A	\$78.035	12,020,943	I	See Footnote ⁽¹⁾⁽⁵⁾
Common Stock	10/28/2005		P		174,718	A	\$78.335	12,195,661	I	See Footnote ⁽¹⁾⁽⁵⁾
Common Stock	10/28/2005		P		5,282	A	\$78.335	3,863,801	I	See Footnote ⁽²⁾⁽⁵⁾
Common Stock								71,771	I	See Footnote ⁽³⁾⁽⁵⁾
Common Stock								5,875,557	I	See Footnote ⁽⁴⁾⁽⁵⁾

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	Title	Amount or Number of Shares			

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)		
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1. Name and Address of Reporting Person*		
<u>ESL PARTNERS LP</u>		
(Last)	(First)	(Middle)
200 GREENWICH AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

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

1. Name and Address of Reporting Person*		
<u>RBS PARTNERS L P /CT</u>		
(Last)	(First)	(Middle)
200 GREENWICH AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

Explanation of Responses:

1. These securities are held for the account of ESL Partners, L.P. ("Partners").
2. These securities are held for the account of ESL Investors, L.L.C. ("Investors").
3. These securities are held for the account of ESL Institutional Partners, L.P. ("Institutional").
4. These securities are held for the account of Acres Partners, L.P. ("Acres").
5. This Form 4 is filed on behalf of Partners, Investors, RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("Investments"). RBS is the general partner of Partners and the managing member of Investors. In such capacities, RBS may be deemed to have a pecuniary interest in the securities held for the accounts of each of Partners and Investors. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and Acres and the managing member of RBSIM. In such capacities, Investments may be deemed to have a pecuniary interest in the securities held for the accounts of each of Partners, Investors, Acres and Institutional. Edward S. Lampert, a director of the Issuer, is the sole stockholder 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 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.

ESL Investments, Inc.:/s/ 11/01/2005
Robert Jackowitz, Treasurer
ESL Partners, L.P.: By: RBS
Partners, L.P., its general
partner; By: ESL Investments, 11/01/2005
Inc., its general partner:/s/
Robert Jackowitz, Treasurer
ESL Investors, L.L.C.: By:
RBS Partners, L.P., its general
partner; By: ESL Investments, 11/01/2005
Inc., its general partner:/s/
Robert Jackowitz, Treasurer
RBS Partners, L.P.: By: ESL
Investments, Inc., its general
partner:/s/ Robert Jackowitz, 11/01/2005
Treasurer

** 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.