

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>07/01/2004</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	07/01/2004		j ⁽¹⁾		2,029,366	A	(13)	10,279,025	D ⁽²⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		2,537,016	A	(13)	3,683,037	D ⁽³⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		19,310	A	(13)	19,310	D ⁽⁴⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		1,355,385	D	(13)	0	D ⁽⁵⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		230,789	D	(13)	71,771	D ⁽⁶⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		441,638	D	(13)	0	D ⁽⁷⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		342,299	D	(13)	0	D ⁽⁸⁾⁽¹¹⁾⁽¹²⁾	
Common Stock	07/01/2004		j ⁽¹⁾		2,215,581	D	(13)	0	D ⁽⁹⁾⁽¹¹⁾⁽¹²⁾	
Common Stock								5,879,208	I	See footnotes ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾

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*

ESL LTD

(Last) (First) (Middle)

129 FRONT STREET
P.O. BOX HM 1916

(Street)
HAMILTON HM
HX, BERMUDA

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ESL INSTITUTIONAL PARTNERS LP

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KP I PARTNERS LP

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KP II PARTNERS LP

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RBS INVESTMENT MANAGEMENT LLC

(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*

[ESL INVESTMENT MANAGEMENT LLC](#)

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ESL INVESTORS LLC](#)

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

Explanation of Responses:

1. On July 1, 2004, ESL Limited ("Limited") contributed 1,355,385 shares of Common Stock and its limited partnership interests in ESL Institutional Partners, L.P. ("Institutional"), KP I Partners, L.P. ("KPI") and KP II Partners, L.P. ("KPII") to ESL Partners, L.P. ("Partners") in exchange for a limited partnership interest in Partners, following which (i) Institutional distributed 230,789 shares of Common Stock to Partners, (ii) KPI was dissolved and made liquidating distributions of 426,428 and 15,210 shares of Common Stock to Partners and ESL Investment Management, LLC ("ESLIM"), respectively, (iii) KPII was dissolved and made liquidating distributions of 6,764, 331,435 and 4,100 shares of Common Stock to Partners, ESL Investors, L.L.C. ("Investors") and ESLIM, respectively, and (iv) 200GA, L.P. ("200GA") distributed 2,205,581 and 10,000 shares of Common Stock to Investors and Partners, respectively.
2. These securities are owned by Partners.
3. These securities are owned by Investors.
4. These securities are owned by ESLIM.
5. These securities are owned by Limited.
6. These securities are owned by Institutional.
7. These securities are owned by KPI.
8. These securities are owned by KPII.
9. These securities are owned by 200GA.
10. Includes (i) 5,875,557 shares held by Acres Partners, L.P. ("Acres") and (ii) 3,651 shares held by Edward S. Lampert.
11. This Form 4 is filed on behalf of Partners, Limited, Institutional, Investors, ESLIM, KPI, KPII, 200GA, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS"), RBS Investment Management, LLC ("RBSIM") and Edward S. Lampert. RBS is the general partner of Partners and the manager of Investors. Investments is the general partner of RBS, 200GA and Acres. ESLIM is the investment manager of Limited and the general partner of KPI and KPII. RBSIM is the general partner of Institutional. Mr. Lampert is a controlling stockholder of Investments and the managing member of ESLIM and RBSIM.
12. Each of Partners, Institutional, Investors, ESLIM, Acres, Investments, RBS, RBSIM and Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein. Limited, KPI, KPII and 200GA ceased to be the beneficial owners of any shares of Common Stock as of July 1, 2004 and therefore expressly disclaim beneficial ownership of the securities reported herein. The total amount of securities reported as beneficially owned by Partners, Institutional, Investors, ESLIM and Acres 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.
13. Not applicable.

Remarks:

The SEC's online filing system for Section 16 reports only permits ten reporting persons to file a joint report pursuant to Section 16. However, this Form 4 is filed on behalf of more than ten reporting persons. In accordance with instructions of the SEC (FAQ: Section 16 Electronic Reporting; Q.13), this Form 4 is being filed on behalf of ten of the reporting persons, and an additional copy of this Form 4 is being filed contemporaneously herewith on behalf of the remaining reporting persons.

[/s/ William C. Crowley,](#)
[President of ESL Investments, Inc.](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[ESL Partners, L.P.](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[ESL Limited](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[ESL Institutional Partners, L.P.](#) 07/01/2004

[/s/ William C. Crowley, for KP](#)
[I Partners, L.P.](#) 07/01/2004

[/s/ William C. Crowley, for KP](#)
[II Partners, L.P.](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[RBS Investment Management, LLC](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[RBS Partners, L.P.](#) 07/01/2004

[/s/ William C. Crowley, for](#)
[ESL Investment Management, LLC](#) 07/01/2004

[/s/ William C. Crowley, for](#) 07/01/2004

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.