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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 32)*

| AutoZone, Inc. |
|--|
| (Name of Issuer) |
| Common Stock, par value \$0.01 per share |
| (Title of Class of Securities) |
| 053332102 |
| (CUSIP Number) |
| David A. Katz Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 (212) 403-1000 |
| (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) |
| October 5, 2010 |
| (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 $\S240.13d-1(e)$, 240.13d-1(g), check the following box. \square

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 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).

Page 1 of 17 Pages

| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | | |
|----|------------------------|-------------------------|---|----------------|--|--|--|--|
| | | | | | | | | |
| | ESL Partners, | L.P. | | | | | | |
| 2 | CHECK THE | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X (b) _ | | | | |
| 3 | SEC USE ON | NLY | | (6) _ | | | | |
| 4 | SOURCE OF | | S | | | | | |
| 5 | CHECK BOX 2(e) | IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITILE $\mathfrak L$ | EM 2(d) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 7,655,611 | | | | | |
| | | 8 | SHARED VOTING POWER | | | | | |
| | MBER OF | | 0 | | | | | |
| _ | HARES EFICIALLY | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | SON WITH | | 7,655,611 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER | SON | | | | |
| | | 15,78 | 8,505 | | | | | |
| 12 | | CHE(| CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTARES £ | AIN | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | | | | | | |
| 14 | | | OF REPORTING PERSON | | | | | |
| | | PN | | | | | | |

| | 1 | | | | | | | |
|----|------------------------|---|---|----------------|--|--|--|--|
| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | | |
| | ESL Institution | ESL Institutional Partners, L.P. | | | | | | |
| 2 | CHECK THE | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X (b) _ | | | | |
| 3 | SEC USE OF | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | | |
| 5 | CHECK BOX 2(e) | K IF DIS | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO $\underline{\epsilon}$ | ITEM 2(d) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 1,653 | | | | | |
| | | 8 SHARED VOTING POWER | | | | | | |
| | MBER OF | | 0 | | | | | |
| | SHARES EFICIALLY | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | SON WITH | | 1,653 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F | PERSON | | | | |
| | | 15,78 | 3,505 | | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | | | | | | |
| 14 | | | OF REPORTING PERSON | | | | | |
| ı | PN | | | | | | | |

| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | |
|----------|-------------------------------------|---|--|--|--|--|--|
| | ESL Investors | SL Investors, L.L.C. | | | | | |
| 2 | CHECK THE GROUP | APPR | OPRIATE BOX IF A MEMBER OF A (a) X (b) _ | | | | |
| 3 | SEC USE ON | NLY | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | |
| 5 | CHECK BOX 2(e) | IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR £ | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | |
| | | 7 | SOLE VOTING POWER 2,284,836 | | | | |
| S BEN | NUMBER OF SHARES BENEFICIALLY | | SHARED VOTING POWER 0 | | | | |
| RE | ED BY EACH PORTING SON WITH | 9 | SOLE DISPOSITIVE POWER 2,284,836 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER 0 | | | | |
| 11 | | AGG1 | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,505 | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | |
| 13 | | PERC 35.0% | EENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| 14 | | TYPE OO | OF REPORTING PERSON | | | | |

| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | | |
|----|------------------------|---|--|----------------|--|--|--|--|
| | Acres Partner | cres Partners, L.P. | | | | | | |
| | | | | | | | | |
| 2 | CHECK THE GROUP | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X (b) _ | | | | |
| 3 | SEC USE OF | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | | |
| 5 | CHECK BOX 2(e) | K IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO $\underline{\epsilon}$ | ITEM 2(d) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 2,000,000 | | | | | |
| | | 8 SHARED VOTING POWER | | | | | | |
| NU | MBER OF | | 0 | | | | | |
| | SHARES EFICIALLY | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | SON WITH | | 2,000,000 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P | ERSON | | | | |
| | | 15,78 | 8,505 | | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | | | | | | |
| 14 | | | OF REPORTING PERSON | | | | | |
| i | PN | | | | | | | |

| 1 | NAME OF R | EPORT | TING PERSON | | | | | |
|----|------------------------|-----------------------------------|---|------|--|--|--|--|
| | RBS Investme | RBS Investment Management, L.L.C. | | | | | | |
| 2 | CHECK THE GROUP | APPR | OPRIATE BOX IF A MEMBER OF A (a) X (b) _ | | | | | |
| 3 | SEC USE OF | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | os — | | | | | |
| 5 | CHECK BOX 2(e) | K IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) $\mathfrak L$ |) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | PLACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 1,653 | | | | | |
| | | 8 SHARED VOTING POWER | | | | | | |
| | MBER OF | | 0 | | | | | |
| | SHARES EFICIALLY | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | SON WITH | | 1,653 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | | 15,78 | 8,505 | | | | | |
| 12 | | CHE(| CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN RES £ | | | | | |
| 13 | | PERC | CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | 6 | | | | | |
| 14 | | TYPE OF REPORTING PERSON | | | | | | |
| l | 00 | | | | | | | |

| 1 | NAME OF R | NAME OF REPORTING PERSON | | | | | | |
|----|---|--|--|--|--|--|--|--|
| | Tynan, LLC | Tynan, LLC | | | | | | |
| 2 | CHECK THE GROUP | APPRO | OPRIATE BOX IF A MEMBER OF A (a) X (b) $_$ | | | | | |
| 3 | SEC USE ON | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | | |
| 5 | CHECK BOX 2(e) | IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR ${\bf \hat{E}}$ | | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER 29,950 | | | | | |
| S | MBER OF HARES EFICIALLY | 8 | SHARED VOTING POWER 0 | | | | | |
| RE | ED BY EACH PORTING SON WITH | 9 | SOLE DISPOSITIVE POWER 14,387 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,505 | | | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | | | |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 35.0% | | | | | | |
| 14 | | TYPE OO | OF REPORTING PERSON | | | | | |

| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | | |
|----|-----------------------------------|---|--|----------------|--|--|--|--|
| | RBS Partners, | RBS Partners, L.P. | | | | | | |
| 2 | CHECK THE GROUP | APPR | | (a) X (b) _ | | | | |
| 3 | SEC USE ON | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | | |
| 5 | CHECK BOX 2(e) | IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM ${\mathfrak L}$ | M 2(d) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER 9,940,447 | | | | | |
| S | MBER OF HARES EFICIALLY | 8 | SHARED VOTING POWER 0 | | | | | |
| RE | ED BY EACH PORTING SON WITH | 9 | SOLE DISPOSITIVE POWER 9,940,447 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS | ON | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | | |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 35.0% | | | | | | |
| 14 | | TYPE OF REPORTING PERSON PN | | | | | | |

| COSII | NO. U533321U2 | | | | | | | |
|-------|-------------------------|-------------------------|--|-------------|--|--|--|--|
| 1 | NAME OF R | AME OF REPORTING PERSON | | | | | | |
| | | | | | | | | |
| | ESL Investme | ents, Inc | • | | | | | |
| | | | | | | | | |
| 2 | | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X | | | | |
| | GROUP | | | (b) _ | | | | |
| 3 | SEC USE ON | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | 5 | | | | | |
| 5 | CHECK BOX 2(e) | IF DIS | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO IT $\underline{\epsilon}$ | ΓΕΜ 2(d) OR | | | | |
| 6 | CITIZENSHI Delaware | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 11,942,100 | | | | | |
| | | 8 | SHARED VOTING POWER | | | | | |
| NILI | MDED OF | | 0 | | | | | |
| | MBER OF HARES | | | | | | | |
| | EFICIALLY ED BY EACH | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| PER | SON WITH | | 11,942,100 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG! | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE | PSON | | | | |
| 11 | | | | AKOON | | | | |
| 12 | | 15,788,505 | | | | | | |
| 12 | | SHAI | CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTES ${\mathfrak L}$ | IVIII | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | | | | | | |
| | | | | | | | | |
| 14 | | | OF REPORTING PERSON | | | | | |
| | | CO | | | | | | |

| 1 | NAME OF R | NAME OF REPORTING PERSON | | | | | | |
|------|------------------------------------|--|---|----------------|--|--|--|--|
| | Edward S. La | Edward S. Lampert | | | | | | |
| 2 | CHECK THE GROUP | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X (b) _ | | | | |
| 3 | SEC USE OF | NLY | | | | | | |
| 4 | SOURCE OF | FUND N/A | 5 | | | | | |
| 5 | CHECK BOX 2(e) | K IF DIS | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO $\underline{\mathfrak{c}}$ | ITEM 2(d) OR | | | | |
| 6 | CITIZENSHI United States | P OR P | LACE OF ORGANIZATION | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | | | 15,750,496 | | | | | |
| | | 8 SHARED VOTING POWER | | | | | | |
| 5 | MBER OF SHARES | | 0 | | | | | |
| OWNI | EFICIALLY ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | |
| PER | SON WITH | | 13,106,881 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I | PERSON | | | | |
| | | 15,78 | 3,505 | | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \mathfrak{L} | | | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 35.0% | | | | | | |
| 14 | | TYPE OF REPORTING PERSON IN | | | | | | |

| 1 | NAME OF REPORTING PERSON | | | | | | | | |
|-----|-----------------------------|---|--|----------------|--|--|--|--|--|
| 1 | | | | | | | | | |
| | William C. Ci | illiam C. Crowley | | | | | | | |
| | | | | | | | | | |
| 2 | GROUP | APPR | OPRIATE BOX IF A MEMBER OF A | (a) X (b) _ | | | | | |
| 3 | SEC USE OF | NLY | | | | | | | |
| 4 | SOURCE OF | FUND N/A | S | | | | | | |
| 5 | CHECK BOX 2(e) | K IF DIS | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO 1 $\underline{\epsilon}$ | ITEM 2(d) OR | | | | | |
| 6 | CITIZENSHI United States | P OR P | LACE OF ORGANIZATION | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | |
| | | | 38,009 | | | | | | |
| | | 8 SHARED VOTING POWER | | | | | | | |
| | MBER OF | | 0 | | | | | | |
| | SHARES EFICIALLY | | | | | | | | |
| | ED BY EACH PORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | |
| PER | SON WITH | | 22,446 | | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | 0 | | | | | | |
| 11 | | AGG | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI | ERSON | | | | | |
| | | 15,78 | 8,505 | | | | | | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\mathfrak L$ | | | | | | | |
| 13 | | PERC | ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | | |
| | | 35.0% | | | | | | | |
| 14 | | | OF REPORTING PERSON | | | | | | |
| ł | IN | | | | | | | | |

This Amendment No. 32 to Schedule 13D (this "Amendment") relates to shares of common stock, par value \$0.01 per share (the "Shares"), of AutoZone, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 32 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership ("Partners"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), RBS Investment Management, L.L.C., a Delaware limited liability company ("Tynan"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), ESL Investments, Inc., a Delaware corporation ("Investments"), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined as the "Filing Persons." Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 32 to report recent open-market sales of Shares that have decreased the amount of Shares that that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As of October 12, 2010, the Filing Persons may be deemed to beneficially own an aggregate of 15,788,505 Shares (which represents approximately 35.0% of the 45,107,000 Shares outstanding as of August 28, 2010, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2010).

| REPORTING PERSON | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING SHARES | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|---|--|--|----------------------|---------------------------|------------------------------|--------------------------------|
| ESL Partners, L.P. | 15,788,505 (1) | 35.0% | 7,655,611 | 0 | 7,655,611 | 0 |
| ESL Institutional Partners, L.P. | 15,788,505 (1) | 35.0% | 1,653 | 0 | 1,653 | 0 |
| ESL Investors, L.L.C. | 15,788,505 (1) | 35.0% | 2,284,836 | 0 | 2,284,836 | 0 |
| Acres Partners, L.P. | 15,788,505 (1) | 35.0% | 2,000,000 | 0 | 2,000,000 | 0 |
| RBS Investment Management, L.L.C. | 15,788,505 (1) | 35.0% | 1,653 (2) | 0 | 1,653 (2) | 0 |
| Tynan, LLC | 15,788,505 (1) | 35.0% | 29,950 | 0 | 14,387 (3) | 0 |
| RBS Partners, L.P. | 15,788,505 (1) | 35.0% | 9,940,447 (4) | 0 | 9,940,447 (4) | 0 |
| ESL Investments, Inc. | 15,788,505 (1) | 35.0% | 11,942,100 (5) | 0 | 11,942,100 (5) | 0 |
| Edward S. Lampert | 15,788,505 (1) | 35.0% | 15,750,496 (6) | 0 | 13,106,881 (3) | 0 |
| William C. Crowley | 15,788,505 (1) | 35.0% | 38,009 (7) | 0 | 22,446 (3) | 0 |
| | | | | | &nb | s p; |

- (1) This number consists of 7,655,611 Shares held by Partners, 1,653 Shares held by Institutional, 2,284,836 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 29,950 Shares held by Tynan, 8,059 Shares held by Mr. Crowley, 3,771,226 Shares held by Mr. Lampert and 37,170 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (2) This number consists of 1,653 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 7,655,611 Shares held by Partners and 2,284,836 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 7,655,611 Shares held by Partners, 1,653 Shares held by Institutional, 2,284,836 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (6) This number consists of 7,655,611 Shares held by Partners, 1,653 Shares held by Institutional, 2,284,836 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 3,771,226 Shares held by Mr. Lampert and 37,170 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (7) This number consists of 29,950 Shares held by Tynan and 8,059 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 9,526 Shares.

- (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons in the past 60 days.
 - (d) Not applicable.
 - (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 13, 2010

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

Name: Adrian J. Maizey Title: Chief Financial Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey Title: Chief Financial Officer

| RBS | INV | 'ESTMEN' | ΤМ | IANA | GEM | ENT. | L.L. | Ξ. |
|-----|-----|----------|----|------|-----|------|------|----|
| | | | | | | | | |

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley

Title: Manager

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: <u>/s/ Adrian J. Maizey</u>

Name: Adrian J. Maizey Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

ANNEX A

RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF AUTOZONE, INC.

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Weighted Average Price per Share (\$) |
|---|---------------------|--------------------------|-------------------------------------|--|
| ESL Partners, L.P. | 10/5/2010 | Open Market Sales | 96,358 | 233.70 |
| ESL Partners, L.P. | 10/6/2010 | Open Market Sales | 54,163 | 233.03 |
| ESL Partners, L.P. | 10/7/2010 | Open Market Sales | 71,120 | 233.04 |
| ESL Partners, L.P. | 10/8/2010 | Open Market Sales | 88,291 | 233.09 |
| ESL Partners, L.P. | 10/11/2010 | Open Market Sales | 60,264 | 233.52 |
| ESL Partners, L.P. | 10/12/2010 | Open Market Sales | 81,848 | 233.10 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/5/2010 | Open Market Sales 28,758 | | 233.70 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/6/2010 | Open Market Sales | 16,165 | 233.03 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/7/2010 | Open Market Sales | 21,226 | 233.04 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/8/2010 | Open Market Sales | 26,351 | 233.09 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/11/2010 | Open Market Sales | 17,986 | 233.52 |
| Account established by the investment member of ESL Investors, L.L.C. | 10/12/2010 | Open Market Sales | 24,428 | 233.10 |
| ESL Institutional Partners, L.P. | 10/5/2010 | Open Market Sales | 21 | 233.70 |
| ESL Institutional Partners, L.P. | 10/6/2010 | Open Market Sales | 12 | 233.03 |
| ESL Institutional Partners, L.P. | 10/7/2010 | Open Market Sales | 15 | 233.04 |
| ESL Institutional Partners, L.P. | 10/8/2010 | Open Market Sales | 19 | 233.09 |
| ESL Institutional Partners, L.P. | 10/11/2010 | Open Market Sales | 13 | 233.52 |
| ESL Institutional Partners, L.P. | 10/12/2010 | Open Market Sales | 18 | 233.10 |
| Edward S. Lampert | 10/5/2010 | Open Market Sales | 47,725 | 233.70 |
| Edward S. Lampert | 10/6/2010 | Open Market Sales | 26,682 | 233.03 |
| Edward S. Lampert | 10/6/2010 | Bona Fide Gift | 21,429 | N/A |
| Edward S. Lampert | 10/7/2010 | Open Market Sales | 35,035 | 233.04 |
| Edward S. Lampert | 10/8/2010 | Open Market Sales | 43,493 | 233.09 |
| Edward S. Lampert | 10/11/2010 | Open Market Sales | 29,688 | 233.52 |
| Edward S. Lampert | 10/12/2010 | Open Market Sales | 40,320 | 233.10 |
| The Lampert Foundation | 10/5/2010 | Open Market Sales | 210 | 233.70 |
| The Lampert Foundation | 10/6/2010 | Open Market Sales | 263 | 233.03 |
| The Lampert Foundation | 10/7/2010 | Open Market Sales | 345 | 233.04 |
| The Lampert Foundation | 10/8/2010 | Open Market Sales | 429 | 233.09 |
| The Lampert Foundation | 10/11/2010 | Open Market Sales | 293 | 233.52 |

| The Lampert Foundation | 10/12/2010 | Open Market Sales | 397 | 233.10 |
|------------------------|------------|-------------------|-----|--------|

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| Tynan, LLC ¹ | 10/5/2010 | Open Market Sales | 479 | 233.70 |
|-------------------------|------------|-------------------|-----|--------|
| Tynan, LLC ¹ | 10/6/2010 | Open Market Sales | 269 | 233.03 |
| Tynan, LLC ¹ | 10/7/2010 | Open Market Sales | 354 | 233.04 |
| Tynan, LLC ¹ | 10/8/2010 | Open Market Sales | 438 | 233.09 |
| Tynan, LLC ¹ | 10/11/2010 | Open Market Sales | 300 | 233.52 |
| Tynan, LLC ¹ | 10/12/2010 | Open Market Sales | 406 | 233.10 |

 $^{[\}underline{1}]$ William C. Crowley is the sole manager of and a member of Tynan, LLC