

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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>10/12/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/14/2004</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	10/14/2004		P		360,707	A	\$76.5195	11,520,943	D <sup>(1)</sup> (3)(4)	
Common Stock	10/14/2004		P		119,093	A	\$76.5195	3,858,519	D <sup>(2)</sup> (3)(4)	

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 AVE		
(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)
1. Name and Address of Reporting Person*		
<u>LAMPERT EDWARD S</u>		
(Last)	(First)	(Middle)
(Street)		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are owned by ESL Partners, L.P. ("Partners").
2. These securities are owned by ESL Investors, L.L.C. ("Investors").
3. This Form 4 is filed on behalf of Partners, Investors, 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.
4. 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' 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.

**Remarks:**

This amendment to the Form 4 filed on October 14, 2004 (the "Original Filing") corrects the purchase price of the securities reported herein. Except as set forth herein, all information contained in the Original Filing remains unchanged.

<u>/s/ William C. Crowley, for ESL Investments, Inc.</u>	<u>10/15/2004</u>
<u>/s/ William C. Crowley, for ESL Partners, L.P.</u>	<u>10/15/2004</u>
<u>/s/ William C. Crowley, for ESL Investors, L.L.C.</u>	<u>10/15/2004</u>
<u>/s/ William C. Crowley, for RBS Partners, L.P.</u>	<u>10/15/2004</u>
<u>/s/ Edward S. Lampert</u>	<u>10/15/2004</u>

\*\* 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.**