

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>LAMPERT EDWARD S</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>12/29/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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, par value \$0.01 per share	12/30/2011		J ⁽¹⁾		450,484 ⁽¹⁾	D	\$0.00 ⁽¹⁾	2,967,719	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽⁴⁾		17,338 ⁽⁴⁾	D	\$0.00 ⁽⁴⁾	1,156,452	I	See Footnotes ⁽³⁾⁽⁵⁾
Common Stock, par value \$0.01 per share	12/30/2011		J ⁽⁶⁾		1,156,452 ⁽⁶⁾	D	\$0.00 ⁽⁶⁾	0	I	See Footnotes ⁽³⁾⁽⁵⁾
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽⁷⁾		17,338 ⁽⁷⁾	A	\$0.00 ⁽⁷⁾	17,338	I	See Footnotes ⁽³⁾⁽⁸⁾
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽⁹⁾		17,338 ⁽⁹⁾	D	\$0.00 ⁽⁹⁾	0	I	See Footnotes ⁽³⁾⁽⁸⁾
Common Stock, par value \$0.01 per share								825	I	See Footnotes ⁽³⁾⁽¹⁰⁾
Common Stock, par value \$0.01 per share	12/30/2011		J ⁽¹¹⁾		1,984,636 ⁽¹¹⁾	D	\$0.00 ⁽¹¹⁾	0	I	See Footnotes ⁽³⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								1,895,516	D ⁽³⁾⁽¹³⁾	
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽¹⁴⁾		17,033 ⁽¹⁴⁾	A	\$0.00 ⁽¹⁴⁾	1,912,549	D ⁽³⁾⁽¹³⁾	
Common Stock, par value \$0.01 per share	12/30/2011		J ⁽¹⁵⁾		32 ⁽¹⁵⁾	A	\$0.00 ⁽¹⁵⁾	1,912,581	D ⁽³⁾⁽¹³⁾	
Common Stock, par value \$0.01 per share	12/30/2011		J ⁽¹⁶⁾		32 ⁽¹⁶⁾	A	\$0.00 ⁽¹⁶⁾	32	I	See Footnotes ⁽³⁾⁽¹⁷⁾
Common Stock, par value \$0.01 per share	12/30/2011		J ⁽¹⁸⁾		32 ⁽¹⁸⁾	D	\$0.00 ⁽¹⁸⁾	0	I	See Footnotes ⁽³⁾⁽¹⁷⁾

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*
LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ESL PARTNERS, L.P.

(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)

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*

ESL INVESTMENTS INC

(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)	

Explanation of Responses:

- ESL Partners, L.P. ("Partners") distributed these shares of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), on a pro rata basis to limited partners that elected in 2011 to redeem all or a portion of their interest in Partners.
- These Shares are held by Partners.
- This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, 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.
- ESL Investors, L.L.C. ("Investors") distributed these Shares on a pro rata basis to the managing member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- These Shares are held in an account established by the investment member of Investors.
- Investors distributed these Shares on a pro rata basis to the investment member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- RBS Partners, L.P. ("RBS"), the managing member of Investors, acquired these Shares in a pro rata distribution from Investors in connection with the restructuring of Investors and the termination of its pecuniary interest in the Shares held by Investors.
- These Shares are held by RBS.
- RBS distributed these Shares, which were received in connection with the termination of its pecuniary interest in the Shares held by Investors, on a pro rata basis to its partners.
- These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- Acres Partners, L.P. ("Acres") distributed these Shares on a pro rata basis to its partners. Following these distributions, Acres will no longer be a Reporting Person.
- These Shares are held by Acres.
- These Shares are held by Edward S. Lampert.
- These Shares were received in a pro rata distribution from RBS to its partners.
- These Shares were received in a pro rata distribution from Investments to its shareholders.
- These Shares were received in a pro rata distribution from Acres to its partners.
- These Shares are held by Investments.
- Investments distributed these Shares on a pro rata basis to its shareholders.

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. 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. Page

/s/ Edward S. Lampert 01/03/2012
ESL PARTNERS, L.P., By:
RBS Partners, L.P., as its
general partner, By: ESL
Investments, Inc., as its general 01/03/2012
partner, By: /s/ Adrian J.
Maizey, Chief Financial
Officer
ESL INVESTORS, L.L.C., By:
RBS Partners, L.P., as its
manager, By: ESL
Investments, Inc., as its general 01/03/2012
partner, By: /s/ Adrian J.
Maizey, Chief Financial
Officer
ESL INSTITUTIONAL
PARTNERS, L.P., By: RBS
Investment Management,
L.L.C., as its general partner, 01/03/2012
By: ESL Investments, Inc., as
its manager, By: /s/ Adrian J.
Maizey, Chief Financial
Officer
ESL INVESTMENTS, INC.,
By: /s/ Adrian J. Maizey, Chief 01/03/2012
Financial Officer
RBS INVESTMENT
MANAGEMENT, L.L.C., By:
ESL Investments, Inc., as its 01/03/2012
manager, By: /s/ Adrian J.
Maizey, Chief Financial
Officer
RBS PARTNERS, L.P., By:
ESL Investments, Inc., as its
general partner, By: /s/ Adrian 01/03/2012
J. Maizey, Chief Financial
Officer
 ** 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.