FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

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

msuuci	ion r(b).			riiec					ent Company				<u></u>				
1. Name and Address of Reporting Person* <u>LAMPERT EDWARD S</u>				2. Issuer N		ading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner										
(Last) (First) (Middle) 200 GREENWICH AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 11/03/2010								Officer (give title Other (specify below) below)			
(Street) GREENWICH CT 06830				4. If Amen	Origina	al Filed (Mont	6. Individual or Joint/Group Filing (Check Application)     Form filed by One Reporting Person     X Form filed by More than One Reporting Person				'erson						
(City)	(St	ate)	(Zip)														
Table I  1. Title of Security (Instr. 3)		2. Transa Date	2. Transaction	2A. Deemed Execution Date,	ed n Date,	3. Transaction Code (Instr.		4. Securities Disposed Of	Acquire	ed (A) or	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect In lirect B	7. Nature of Indirect Beneficial Ownership (Instr.		
					(Month) De	ay/ rear)	Code	v	Amount	(A) or (D)	Price	Reported Transactio				4)	
Common	Stock, par v	value \$0.01 per	11/03	/2010			S		47,939	D	\$238.13(	7,328,	870	I		ee ootnotes <sup>(2)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	. 11/04	/2010			S		111,049	D	\$238.81	7,217,	821	I		ee ootnotes <sup>(2)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/05	/2010			S		77,801	D	\$240.24	7,140,	020	I		ee ootnotes <sup>(2)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/03.	/2010			S		14,308	D	\$238.13(	2,187,	318	I		ee ootnotes <sup>(5)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	. 11/04.	/2010			S		33,143	D	\$238.81	2,154,	175	I		ee ootnotes <sup>(5)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/05	/2010			S		23,220	D	\$240.24	2,130,	955	I		ee ootnotes <sup>(5)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/03.	/2010			S		10	D	\$238.13(	1,58	3	I		ee ootnotes <sup>(6)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/04	/2010			S		24	D	\$238.81	1,55	9	I		ee ootnotes <sup>(6)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/05	/2010			S		17	D	\$240.24	1,54	2	I		ee ootnotes <sup>(6)(10)</sup>	
Common share	Stock, par v	value \$0.01 per	11/03	/2010			S		23,615	D	\$238.13(	3,594,	729	<b>D</b> <sup>(7)(1</sup>	0)		
Common share	Stock, par v	value \$0.01 per	11/04	/2010			S		54,705	D	\$238.81	3,540,	024	<b>D</b> <sup>(7)(1</sup>	0)		
Common share	Stock, par v	value \$0.01 per	11/05	/2010			S		38,325	D	\$240.24	3,501,	699	<b>D</b> (7)(1	.0)		
Common share	Stock, par v	value \$0.01 per										15,54	42	I		ee ootnotes <sup>(8)(10)</sup>	
Common share	Stock, par v	value \$0.01 per										2,000,	000	I		ee ootnotes <sup>(9)(10)</sup>	
		•	Table II - De						Disposed on ns, conve								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deemed Execution D	ate,	4. Transaction Code (Instr. 8)	5. Num of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 3 and 5)	tive (ties ed	5. Date Expirati	Exercisable ar on Date Day/Year)	nd 7. Ar Se Ur De Se	Title and mount of securities aderlying erivative security (Instr. 3 ad 4)	8. Price of Derivative Security (Instr. 5)	9. Num deriva Securi Benefi Owned Follow Report Transa (Instr.	tive ties cially d ring ted action(s)	10. Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	

		Та	ble II - Deriva (e.g., p	tive Secu	ırities s, warr	Acqu ants,	ired, Disp	osed of,	or Be	néficiali or wiities)	y Owned			
1. Title of Derivative Security (Instange an LAMP)	2. Conversion or Exercise or Exercise or Exercise of Therivative V	3. Transaction Date (Month/Day/Year) Reporting Person /ARD S	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr 8)	(5A)Num(150e)r		Date Expiration ExBedis Busy 334ds and Expiration Date (Month/Day/Year)		of Titletle abldares 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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
(Last) 200 GRE	EENWICH A	(First) AVENUE	(Middle)		of (D	) r. 3, 4						Transaction(s) (Instr. 4)		
(Street) GREENV	WICH	CT (State)	06830 (Zip)				Date	Expiration		Amount or Number of				
(Last)	<u>IVESTM</u>	Reporting Person* ENTS INC  (First)	(Middle)		•		•	•	•					
(Street)		СТ	06830											
	nd Address of	(State)  Reporting Person*  S L P /CT	(Zip)											
(Last) 200 GRE	ENWICH A	(First)	(Middle)											
(Street)	WICH	СТ	06830											
(City)		(State)	(Zip)											
1. Name an	nd Address of	Reporting Person*												

ESL PARTNERS, L.P.

200 GREENWICH AVENUE

CT

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

200 GREENWICH AVE

200 GREENWICH AVE

(State)

ESL INSTITUTIONAL PARTNERS LP

CT

(State)

(First)

CT

(State)

**RBS INVESTMENT MANAGEMENT LLC** 

1. Name and Address of Reporting Person\*

(Street)

(City)

(Last)

(Street)
GREENWICH

(City)

(Last)

(Street)
GREENWICH

(City)

**GREENWICH** 

(Middle)

06830

(Zip)

(Middle)

06830

(Zip)

(Middle)

06830

(Zip)

1. Name and Address of Reporting Person*  ESL INVESTORS LLC										
(Last) (First) (Middle) 200 GREENWICH AVE										
,										
(Street) GREENWICH	CT	06830								
(City)	(State)	(Zip)								

## **Explanation of Responses:**

- 1. This price represents the approximate weighted average price per share of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$238.00 to \$238.50 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 2. These Shares are held by ESL Partners, L.P. ("Partners").
- 3. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$238.50 to \$239.42 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 4. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$240.00 to \$240.50 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- 5. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- 6. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- 7. These Shares are held by Edward S. Lampert.
- 8. These Shares are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.
- 9. These Shares are held by Acres Partners, L.P. ("Acres")
- 10. This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS Partners, L.P. ("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.

## 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.

/s/ Edward S. Lampert 11/05/2010 ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief 11/05/2010 Financial Officer RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian 11/05/2010 J. Maizey, Chief Financial Officer ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general 11/05/2010 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, 11/05/2010 By: ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer **RBS INVESTMENT** MANAGEMENT, L.L.C., By: ESL Investments, Inc., as its 11/05/2010 manager, 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 11/05/2010 partner, By: /s/ Adrian 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.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).