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

SCHEDULE 13G

Under the Securities Exchange Act of 1934\*

AutoZone, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

053332-10-2

-----  
(CUSIP Number)

August 21, 1998

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

Potential persons who are to respond to the collection of information contained  
in this form are not required to respond unless the form displays a currently  
valid OMB control number.

CUSIP No. - 053332-10-2

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Partners, L.P., a Delaware limited partnership  
22-2875193

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER  
7,610,993

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
7,610,993

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.2%

12 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER  
1,221,431

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,221,431

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.2%

12 TYPE OF REPORTING PERSON  
CO

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited partnership  
06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
229,177

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
229,177

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.2%

12 TYPE OF REPORTING PERSON  
PN

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Acres Partners, L.P., a Delaware limited partnership

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
1,938,399

-----  
6 SHARED VOTING POWER

0

-----  
7 SOLE DISPOSITIVE POWER

1,938,399

-----  
8 SHARED DISPOSITIVE POWER

0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,000,000

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.2%

-----  
12 TYPE OF REPORTING PERSON

PN  
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- Item 1(a) Name of Issuer:  
AutoZone, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:  
123 South Front Street  
Memphis, TN 38103
- Item 2(a) Names of Persons Filing:  
ESL Partners, L.P.  
ESL Limited  
ESL Institutional Partners, L.P.  
Acres Partners, L.P.
- Item 2(b) Addresses of Principal Business Offices:  
ESL Partners, L.P., ESL Institutional Partners, L.P., and  
Acres Partners, L.P.:  
One Lafayette Place  
Greenwich, CT 06830  
  
ESL Limited  
Hemisphere House  
9 Church Street  
Hamilton, Bermuda
- Item 2(c) Citizenship:  
ESL Partners, L.P. -- Delaware  
ESL Limited -- Bermuda  
ESL Institutional Partners, L.P. -- Delaware  
Acres Partners, L.P. -- Delaware
- Item 2(d) Title of Class of Securities:  
Common Stock, par value \$.01 per share
- Item 2(e) CUSIP Number:  
053332-10-2

Item 3 Status of Persons Filing:

- (a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
- (b) [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) [ ] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

- (a) Amount Beneficially Owned: 11,000,000 shares of Common Stock, par value \$.01 per share.

This statement is filed on behalf of a group consisting of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), and Acres Partners, L.P., a Delaware limited partnership ("Acres"). The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner of ESL is ESL Investments, Inc., a Delaware corporation ("Investments"). ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), is the investment manager of Limited. RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM") is the general partner of Institutional. Investments is the general partner of Acres. In the aforementioned capacities, ESL, Limited, Institutional and Acres each may be deemed to be the beneficial owner of the shares of AutoZone, Inc. common stock beneficially owned by the other members of the group.

As of August 31, 1998, (i) ESL was the record owner of 7,610,993 shares of common stock of AutoZone, Inc.; (ii) Limited was the record owner of 1,221,431 shares of common stock of AutoZone, Inc.; (iii) Institutional was the record owner of 229,177 shares of common stock of AutoZone, Inc.; and (iv) Acres was the record owner of 1,938,399 shares of common stock of AutoZone, Inc.

- (b) Percent of Class: 7.2%.

(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote: 0.

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of: 0.

Item 5 Ownership of 5% or Less of a Class:

Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By The Parent Holding Company:

Not applicable

Item 8 Identification and Classification of Members of the Group:

See Item 4(a).

Item 9 Notice of Dissolution of Group:

Not applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



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.

Date: August 31, 1998

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert  
-----  
Edward S. Lampert  
President

ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ Edward S. Lampert  
-----  
Edward S. Lampert  
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ Edward S. Lampert  
-----  
Edward S. Lampert  
Managing Member

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert  
-----  
Edward S. Lampert  
President

## EXHIBITS

Exhibit 1 Joint Filing Agreement, dated as of August 31, 1998, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., and Acres Partners, L.P.

## EXHIBIT 1

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the common stock of AutoZone, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of the 31st day of August, 1998.

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

-----  
Edward S. Lampert  
President

ESL LIMITED

By: ESL Investment Management, LLC, its  
investment manager

By: /s/ Edward S. Lampert

-----  
Edward S. Lampert  
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its  
general partner

By: /s/ Edward S. Lampert

-----  
Edward S. Lampert  
Managing Member

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

-----  
Edward S. Lampert  
President