

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>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>07/14/2010</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/16/2010</u>

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	07/14/2010		S		33,989 ⁽¹⁾	D	\$205 ⁽²⁾	4,334,555	D ⁽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		Date Exercisable	Expiration Date					

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)		
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)		

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>ESL PARTNERS, L.P.</u>		
(Last)	(First)	(Middle)
200 GREENWICH AVENUE		
(Street)		
GREENWICH	CT	06830
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
<u>ESL INSTITUTIONAL PARTNERS LP</u>		
(Last)	(First)	(Middle)
200 GREENWICH AVE		
(Street)		
GREENWICH	CT	06830
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
<u>RBS INVESTMENT MANAGEMENT LLC</u>		
(Last)	(First)	(Middle)
200 GREENWICH AVE		
(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)	

Explanation of Responses:

1. Amending Column 4 to reflect a disposal of securities, as this was erroneously marked as an acquisition in the original filing due to an administrative error.
2. 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 \$205.00 to \$205.55 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.
3. These Shares are held by Edward S. Lampert.

4. This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), ESL Institutional Partners, L.P. ("Institutional"), RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), ESL Partners, L.P. ("Partners") and ESL Investors, L.L.C. ("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 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 07/19/2010

ESL INVESTMENTS, INC.,

By: /s/ Adrian J. Maizey, 07/19/2010

Chief Financial Officer

RBS PARTNERS, L.P., By:

ESL Investments, Inc., as its

general partner, By: /s/ Adrian 07/19/2010

J. Maizey, Chief Financial

Officer

ESL PARTNERS, L.P., By:

RBS Partners, L.P., as its

general partner, By: ESL

Investments, Inc., as its 07/19/2010

general 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,

By: ESL Investments, Inc., as 07/19/2010

its manager, By: /s/ Adrian J.

Maizey, Chief Financial

Officer

RBS INVESTMENT

MANAGEMENT, L.L.C., By:

ESL Investments, Inc., as its

manager, By: /s/ Adrian J. 07/19/2010

Maizey, Chief Financial

Officer

ESL INVESTORS, L.L.C., By:

RBS Partners, L.P., as its

manager, By: ESL

Investments, Inc., as its 07/19/2010

general 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.

* 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.