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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

|                      | ROVAL     |
|----------------------|-----------|
| OMB Number:          | 3235-0287 |
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|--|----------------------|-------|--|---|---|--|---|---|---|---|--|--|
| 1. Name and Address of Reporting Person <sup>*</sup><br>LAMPERT EDWARD S         |                      |       |  | 2. Issuer Name <b>an</b><br><u>AUTOZONE</u>                 |   |  |   | ionship of Re<br>all applicable)<br>Director            | )   | g Person(s) to Issuer<br>X 10% Owner                              |  |  |
| (Last)<br>200 GREENWIG   | (First)<br>CH AVENUE | (Mido | dle)                                       |   |   |  |   |   |   | Other (specify<br>below)  |  |  |
|  |                      |       |  | 4. If Amendment, D  | Date of Origina                         | al Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable |   |   |   |  |  |
| (Street)   |                      |       |  |   |   |  | Line)   | Form filed b  | y One Reportin  | n Person  |  |  |
| GREENWICH  | СТ                   | 0683  | 30   |   |   |  |   |   | y More than On  | -   |  |  |
| (City)   | (State)              | (Zip) |  |   |   |  |   |   |   |   |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                      |       |  |   |   |  |   |   |   |   |  |  |
| 1. Title of Security   | (Instr. 3)           |       | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) | Secu<br>Bene  | nount of<br>rities<br>ficially<br>ed Following<br>orted | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership (Instr.<br>4) |  |  |

|  |            | Code | v | Amount | (A) or<br>(D) | Price                   | Transaction(s)<br>(Instr. 3 and 4) |                      | 4)                                  |  |
|--|------------|------|---|--------|---------------|-------------------------|------------------------------------|----------------------|-------------------------------------|--|
| Common Stock, par value \$0.01 per share | 10/14/2010 | s    |   | 40,982 | D             | \$233.05(1)             | 7,547,696                          | I                    | See<br>Footnotes <sup>(2)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/15/2010 | s    |   | 42,820 | D             | \$233.05 <sup>(3)</sup> | 7,504,876                          | I                    | See<br>Footnotes <sup>(2)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/18/2010 | s    |   | 11,734 | D             | \$233.02(4)             | 7,493,142                          | I                    | See<br>Footnotes <sup>(2)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/14/2010 | s    |   | 12,231 | D             | \$233.05 <sup>(1)</sup> | 2,252,629                          | I                    | See<br>Footnotes <sup>(5)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/15/2010 | s    |   | 12,780 | D             | \$233.05 <sup>(3)</sup> | 2,239,849                          | I                    | See<br>Footnotes <sup>(5)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/18/2010 | s    |   | 3,503  | D             | \$233.02(4)             | 2,236,346                          | I                    | See<br>Footnotes <sup>(5)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/14/2010 | s    |   | 9      | D             | \$233.05(1)             | 1,630                              | I                    | See<br>Footnotes <sup>(6)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/15/2010 | s    |   | 9      | D             | \$233.05 <sup>(3)</sup> | 1,621                              | I                    | See<br>Footnotes <sup>(6)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/18/2010 | S    |   | 3      | D             | \$233.02(4)             | 1,618                              | I                    | See<br>Footnotes <sup>(6)(10)</sup> |  |
| Common Stock, par value \$0.01 per share | 10/14/2010 | S    |   | 20,187 | D             | \$233.05(1)             | 3,702,525                          | D <sup>(7)(10)</sup> |                                     |  |
| Common Stock, par value \$0.01 per share | 10/15/2010 | S    |   | 21,093 | D             | \$233.05 <sup>(3)</sup> | 3,681,432                          | D <sup>(7)(10)</sup> |                                     |  |
| Common Stock, par value \$0.01 per share | 10/18/2010 | s    |   | 5,782  | D             | \$233.02(4)             | 3,675,650                          | D <sup>(7)(10)</sup> |                                     |  |
| Common Stock, par value \$0.01 per share |            |      |   |        |               |                         | 15,542                             | I                    | See<br>Footnotes <sup>(8)(10)</sup> |  |
| Common Stock, par value \$0.01 per share |            |      |   |        |               |                         | 2,000,000                          | I                    | See<br>Footnotes <sup>(9)(10)</sup> |  |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Natur<br>of Indirec<br>Beneficia<br>Ownersh<br>(Instr. 4) |
|---|---|--|---|---|---|--|---|---|--|--|---|
|   |   |  |   |   |   |  |   |   |  |  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |   |   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
|---|--|---|---|-------------|------|---|---------------------------------|-------------------------------------|-----------------------------|---|------------------------------|--------------------------------------|--|---|--|
| 1. Title of   | 2.   | 3. Transaction                                | 3A. Deemed                                    | د<br>Code ۱ | ,    | (5A)Nu  |                                 | Date<br>ExBatisEbder                | Expiration<br>isDatatle and | 7 itTeitle  | of<br>aSolidiares            | 8. Price of                          | 9. Number of                                 | 10.   | 11. Nature   |
| Derivative<br>Security<br>(instr. 3) an   | Conversion<br>or Exercise<br>Crace as of<br>Derivative<br>Security | Date<br>(Month/Day/Year)*<br>Reporting Person | Execution Date,<br>if any<br>(Month/Day/Year) |             | iop- | of<br>Deriv<br>Secur<br>Acqu<br>(A) or<br>Dispo<br>of (D) | ative<br>rities<br>ired<br>osed | Expiration Date<br>(Month/Day/Year) |                             | Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |                              | Derivative<br>Security<br>(Instr. 5) | Derivative derivative<br>Security Securities | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVENUE                             | (Middle)                                      |             | -    | (Instr.<br>and 5  | 3,4                             |                                     |                             |   |                              |                                      | (Instr. 4)                                   |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             | -    |   |                                 | Date                                | Expiration                  |   | Amount<br>or<br>Number<br>of |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   | Code \      | ′    | (A)   | (D)                             | Exercisable                         | Date                        | Title   | Shares                       |                                      |  |   |  |
| 1   |  | Reporting Person <sup>*</sup><br>ENTS INC     |   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVENUE                             | (Middle)                                      |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
|   |  | Reporting Person <sup>*</sup><br>SLP/CT       |   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVENUE                             | (Middle)                                      |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
|   | d Address of   | Reporting Person <sup>*</sup>                 |   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVENUE                             | (Middle)                                      |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
|   |  | Reporting Person <sup>*</sup>                 | <u>FNERS LP</u>                               |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVE                                | (Middle)                                      |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             | _    |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
|   |  | Reporting Person <sup>*</sup><br>ENT MANA     | GEMENT LI                                     | <u>.C</u>   |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Last)<br>200 GRE   | ENWICH .   | (First)<br>AVE                                | (Middle)                                      |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (Street)<br>GREENV  | VICH   | СТ  | 06830   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |
| (City)  |  | (State)                                       | (Zip)   |             |      |   |                                 |                                     |                             |   |                              |                                      |  |   |  |

| 1. Name and Address of Reporting Person*<br><u>ESL INVESTORS LLC</u> |                  |          |  |  |  |  |  |
|--|------------------|----------|--|--|--|--|--|
| (Last)<br>200 GREENWICI  | (First)<br>H AVE | (Middle) |  |  |  |  |  |
| (Street)<br>GREENWICH  | СТ               | 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 \$233.00 to \$233.27 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 \$233.00 to \$233.75 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 \$233.00 to \$233.10 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   | <u>10/18/2010</u> |
|---|-------------------|
| ESL INVESTMENTS, INC.,<br>By: /s/ Adrian J. Maizey, Chief<br>Financial Officer  | <u>10/18/2010</u> |
| <u>RBS PARTNERS, L.P., By:</u><br><u>ESL Investments, Inc., as its</u><br><u>general partner By: /s/ Adrian</u><br><u>J. Maizey, Chief Financial</u><br><u>Officer</u>  | <u>10/18/2010</u> |
| ESL PARTNERS, L.P., By:<br><u>RBS Partners, L.P., as its</u><br><u>general partner, By: ESL</u><br><u>Investments, Inc., as its general</u><br><u>partner, By /s/ Adrian J.</u><br><u>Maizey, Chief Financial</u><br><u>Officer</u>                                 | <u>10/18/2010</u> |
| ESL INSTITUTIONAL<br><u>PARTNERS, L.P., By: RBS</u><br><u>Investment Management,</u><br><u>L.L.C., as its general partner,</u><br><u>By: ESL Investments, Inc., as</u><br><u>its manager, By: /s/ Adrian J.</u><br><u>Maizey, Chief Financial</u><br><u>Officer</u> | <u>10/18/2010</u> |
| RBS INVESTMENT<br>MANAGEMENT, L.L.C., By:<br>ESL Investments, Inc., as its<br>manager, By: /s/ Adrian J.<br>Maizey, Chief Financial<br>Officer  | <u>10/18/2010</u> |
| ESL INVESTORS, L.L.C., By:<br><u>RBS Partners, L.P., as its</u><br><u>manager, By: ESL</u><br><u>Investments, Inc., as its general</u><br><u>partner, By: /s/ Adrian J.</u><br><u>Maizey, Chief Financial</u><br><u>Officer</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.