

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

SCHEDULE 13D
(AMENDMENT NO. 2)

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)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 20, 1999

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), (f) or (g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

 CUSIP No. 053332-10-2

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

1
 ESL Partners, L.P., a Delaware limited partnership
 22-2875193

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

2

 SEC USE ONLY

3

 SOURCE OF FUNDS

4

WC

 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

N/A

 CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

 SOLE VOTING POWER

7

10,328,703

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 SHARED VOTING POWER

8

0

 SOLE DISPOSITIVE POWER

9

10,328,703

 SHARED DISPOSITIVE POWER

10

0

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,986,300

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

N/A

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.10%(1)

 TYPE OF REPORTING PERSON

14

PN

 (1) Based on 148,831,823 shares of Common Stock issued and outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999.

SCHEDULE 13D

 CUSIP No. 053332-10-2

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

1
 ESL Limited, a Bermuda corporation

2
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3
 SEC USE ONLY

4
 SOURCE OF FUNDS

WC

5
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

N/A

6
 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7
 SOLE VOTING POWER

2,512,459

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8
 SHARED VOTING POWER

0

9
 SOLE DISPOSITIVE POWER

2,512,459

10
 SHARED DISPOSITIVE POWER

0

11
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,986,300

12
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

N/A

13
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.10%(1)

14
 TYPE OF REPORTING PERSON

CO

(1) Based on 148,831,823 shares of Common Stock issued and outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999.

SCHEDULE 13D

 CUSIP No. 053332-10-2

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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7 SOLE VOTING POWER 333,470	
8	SHARED VOTING POWER 0	
9	SOLE DISPOSITIVE POWER 333,470	
10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,986,300	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.10%(1)	
14	TYPE OF REPORTING PERSON PN	

(1) Based on 148,831,823 shares of Common Stock issued and outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999.

SCHEDULE 13D

 CUSIP No. 053332-10-2

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

1
 Acres Partners, L.P., a Delaware limited partnership
 06-1458694

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

2

 SEC USE ONLY

3

 SOURCE OF FUNDS

4

WC

 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

N/A

 CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

 SOLE VOTING POWER

7

6,686,828

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 SHARED VOTING POWER

8

0

 SOLE DISPOSITIVE POWER

9

6,686,828

 SHARED DISPOSITIVE POWER

10

0

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,986,300

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

N/A

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.10%(1)

14

 TYPE OF REPORTING PERSON

PN

(1) Based on 148,831,823 shares of Common Stock issued and outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999.

SCHEDULE 13D

 CUSIP No. 053332-10-2

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

1
 Marion Partners, L.P., a Delaware limited partnership
 06-1527654

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

2

 SEC USE ONLY

3

 SOURCE OF FUNDS

4

WC

 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

N/A

 CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

 SOLE VOTING POWER

7

1,124,840

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 SHARED VOTING POWER

8

0

 SOLE DISPOSITIVE POWER

9

1,124,840

 SHARED DISPOSITIVE POWER

10

0

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,986,300

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

N/A

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.10%(1)

 TYPE OF REPORTING PERSON

14

PN

(1) Based on 148,831,823 shares of Common Stock issued and outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999.

This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") amends and supplements the Amendment No. 1 to Schedule 13D filed by ESL Partners, L.P. ("ESL"), ESL Limited ("Limited"), ESL Institutional Partners, L.P. ("Institutional"), Acres Partners, L.P. ("Acres"), and Marion Partners, L.P. ("Marion") by furnishing the information set forth below. Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D previously filed with the Securities and Exchange Commission.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended in its entirety as follows:

The total amount of funds required by ESL for the purchase of 476,657 Shares was approximately \$12,399,596 and was obtained from working capital. The total amount of funds required by Limited for the purchase of 170,396 Shares was approximately \$4,458,702 and was obtained from working capital. The total amount of funds required by Institutional for the purchase of 17,504 Shares was approximately \$456,324 and was obtained from working capital. The total amount of funds required by Acres for the purchase of 708,148 Shares was approximately \$18,659,798 and was obtained from working capital. The total amount of funds required by Marion for the purchase of 216,995 Shares was approximately \$5,743,120 and was obtained from working capital.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety as follows:

(a) Pursuant to that certain Joint Filing Agreement, entered into by and among ESL, Limited, Institutional, Acres and Marion, dated as of July 21, 1999 (attached hereto as Exhibit 1 and incorporated herein by reference), each of ESL, Limited, Institutional, Acres and Marion may be deemed to beneficially own 20,986,300 Shares (which is approximately 14.10% of the Shares outstanding as of June 18, 1999, as disclosed in the Issuer's 10-Q filed with the Securities and Exchange Commission on June 22, 1999).

(b)

	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
ESL Partners, L.P.	10,328,703	0	10,328,703	0
ESL Limited	2,512,459	0	2,512,459	0
ESL Institutional Partners, L.P.	333,470	0	333,470	0
Acres Partners, L.P.	6,686,828	0	6,686,828	0
Marion Partners, L.P.	1,124,840	0	1,124,840	0

(c) Since the most recent filing on Schedule 13D, the only transactions in the Shares by ESL were the purchase of (i) 4,848 Shares on July 14, 1999 for a purchase price per share of \$26.47, (ii) 7,500 Shares on July 16, 1999 for a purchase price per share of \$26.22, (iii) 246,217 Shares on July 19, 1999 for a purchase price per share of \$26.03, (iv) 69,291 Shares on July 19, 1999 for a purchase price per share of \$26.05, and (v) 148,801 Shares on July 20, 1999 for a purchase price per share of \$25.95. Since the most recent filing on Schedule 13D, the only transactions in the Shares by Limited were the purchase of (i) 59,612 Shares on July 14, 1999 for a purchase price per share of \$26.47, (ii) 56,416 Shares on July 19, 1999 for a purchase price per share of \$26.03, (iii) 18,173 Shares on July 19, 1999 for a purchase price per share of \$26.05,

and (iv) 36,195 Shares on July 20, 1999 for a purchase price per share of \$25.95. Since the most recent filing on Schedule 13D, the only transactions in the Shares by Institutional were the purchase of (i) 2,430 Shares on July 14, 1999 for a purchase price per share of \$26.47, (ii) 8,034 Shares on July 19, 1999 for a purchase price per share of \$26.03, (iii) 2,236 Shares on July 19, 1999 for a purchase price per share of \$26.05, and (iv) 4,804 Shares on July 20, 1999 for a purchase price per share of \$25.95. Since the most recent filing on Schedule 13D, the only transactions in the Shares by Acres were the purchase of (i) 516,115 Shares on July 14, 1999 for a purchase price per share of \$26.47, (ii) 7,500 Shares on July 16, 1999 for a purchase price per share of \$26.22, and (iii) 184,533 Shares on July 19, 1999 for a purchase price per share of \$26.03. Since the most recent filing on Schedule 13D, the only transaction in the Shares by Marion was the purchase of 216,995 Shares on July 14, 1999 for a purchase price per share of \$26.47.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended in its entirety as follows:

Exhibit 1. Joint Filing Agreement, dated as of July 21, 1999, entered into by and among ESL, Limited, Institutional, Acres and Marion.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Date: July 21, 1999

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
Chief Executive Officer

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
Chief Executive Officer

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
Exhibit 1	Joint Filing Agreement, dated as of July 21, 1999, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., Acres Partners, L.P., and Marion 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 13D (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 21st day of July, 1999.

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
Chief Executive Officer

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
Chief Executive Officer

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
Chief Executive Officer