

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

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

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>01/03/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	12/28/2006		G ⁽¹⁾	V	18,924 ⁽²⁾	D	\$0	22,007,176	I	By Filing Group
Common Stock	12/29/2006		G ⁽¹⁾	V	386 ⁽²⁾	D	\$0	22,006,790	I	By Filing Group
Common Stock	12/28/2006		G ⁽¹⁾	V	3,017	D	\$0	10,150	D	
Common Stock	01/03/2007		M		3,000	A	\$71.175	13,150	D	
Common Stock	01/03/2007		M		3,000	A	\$85.1	16,150	D	
Common Stock	01/03/2007		M		3,000	A	\$90.455	19,150	D	
Common Stock	01/03/2007		M		3,000	A	\$92.22	22,150	D	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$71.175	01/03/2007		M			3,000	01/01/2003	01/12/2007	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$85.1	01/03/2007		M			3,000	01/01/2004	01/12/2007	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$90.455	01/03/2007		M			3,000	01/01/2005	01/12/2007	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$92.22	01/03/2007		M			3,000	01/01/2006	01/12/2007	Common Stock	3,000	\$0	0	D	

1. Name and Address of Reporting Person*

LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ESL INVESTMENT MANAGEMENT LLC

(Last) (First) (Middle)

200 GREENWICH AVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

Explanation of Responses:

1. These transactions represent charitable contributions.
2. These shares of Common Stock of the Issuer were owned by ESL Investment Management, L.L.C., a Delaware limited liability company of which Edward S. Lampert was the managing member.
3. Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.

Remarks:

See Exhibit 99.1 for Joint Filer Information. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Mr. Lampert 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

01/05/2007

** 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.

Joint Filer Information

Date of Event Requiring Statement: January 3, 2007

Issuer Name and Ticker or Trading Symbol: AutoZone, Inc. (AZO)

Designated Filer: Edward S. Lampert

Other Joint Filers: ESL Investment Management, L.L.C.

Addresses: The principal business address of each of the Joint Filers above is 200 Greenwich Avenue, Greenwich, CT 06830.

Signatures: EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

ESL INVESTMENT MANAGEMENT, L.P.
(as successor to ESL INVESTMENT
MANAGEMENT, L.L.C.,
effective December 31, 2006)

By: ESL INVESTMENT MANAGEMENT
(GP), L.L.C., its general
partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert
Title: Managing Member