UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 27)*

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

John G. Finley, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 (212) 455-2000 David A. Katz, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 (212) 403-1000

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

June 19, 2009

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 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).

_					
CUSIP No.	053332102	PAGE	2	OF	16

1	NAME OF REPORTING PERSON					
_	ESL Partners, L.P.					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) 🗹					
	(p) o	E 0.111				
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS			
4	N/A					
_	CHECK	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6	Delawar	' Д				
	Belawar		SOLE VOTING POWER			
NIIMI	BER OF	7	13,296,168			
	ARES		SHARED VOTING POWER			
l .	CIALLY	8	0			
	ED BY CH		SOLE DISPOSITIVE POWER			
REPO	RTING	9				
	SON ITH		13,296,168 SHARED DISPOSITIVE POWER			
**		10	0			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	20,956,103					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12						
	o PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13						
	39.0%	F REP	ORTING PERSON			
14		· · · · · · · ·				
	PN					

CUSIP No. 053332102 PAGE 3 OF 16

1	NAME OF REPORTING PERSON ESL Institutional Partners, L.P.					
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC US	E ONL	Y			
4	SOURC N/A	E OF F	UNDS			
5	CHECK o	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZE: Delawar		OR PLACE OF ORGANIZATION			
SOLE VOTING POWER		SOLE VOTING POWER 70,380				
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 0			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 70,380			
W	TTH	10	SHARED DISPOSITIVE POWER 0			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,956,103					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCE! 39.0%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON					

CUSIP No.	053332102	PAGE	4	OF	16

1	NAME OF REPORTING PERSON ESL Investors, L.L.C.					
2	CHECK (a) (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC US	E ONL	Y			
4	SOURC N/A	E OF F	UNDS			
5	CHECK o	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEI Delawar		OR PLACE OF ORGANIZATION			
7 SOLE VOTING POWER			SOLE VOTING POWER 2,945,220			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 0			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 2,945,220			
W	ITH	10	SHARED DISPOSITIVE POWER 0			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,956,103					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCEI 39.0%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON					

CUSIP No.	053332102	PAGE	5	OF	16

1	NAME OF REPORTING PERSON						
-	Acres Partners, L.P.						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a)						
	SEC US	E ONL	Y				
3							
4	SOURC	E OF F	UNDS				
	N/A						
5	CHECK	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
	0						
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
	Delawar	e					
		_	SOLE VOTING POWER				
NUMI	BER OF	7	3,182,851				
	ARES		SHARED VOTING POWER				
l .	ICIALLY ED BY	8	0				
	ACH		SOLE DISPOSITIVE POWER				
l .	RTING RSON	9	3,182,851				
	ITH		SHARED DISPOSITIVE POWER				
		10	0				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	20,956,103						
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12	$2 \mid_{\circ}$						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	39.0%						
4.4	TYPE O	F REP	ORTING PERSON				
14	PN						

CUSIP No. 053332102 PAGE 6 OF 16

1	NAME OF REPORTING PERSON						
	RBS Investment Management, L.L.C.						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) ☑ (b) o						
3	SEC US	E ONL	Y				
4	SOURC N/A	E OF F	UNDS				
5	CHECK o	BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6			OR PLACE OF ORGANIZATION				
	Detawa		SOLE VOTING POWER				
NUMI	BER OF	7	70,380				
	ARES ICIALLY	8	SHARED VOTING POWER				
	ED BY		0				
REPO	ACH PRTING RSON	9	SOLE DISPOSITIVE POWER 70,380				
W	ITH	10	SHARED DISPOSITIVE POWER 0				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	20,956,103						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
4.4		F REP	ORTING PERSON				
14	00						

CUSIP No. 053332102 PAGE 7 OF 16

1	NAME OF REPORTING PERSON						
_	RBS Partners, L.P.						
	CHECK	THE F	APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) ☑						
	(b) o						
3	SEC US	E ONL	Y				
4	SOURC	E OF F	UNDS				
4	N/A						
_	CHECK	BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	Delawar	:e					
		_	SOLE VOTING POWER				
NUMI	BER OF	7	17,085,026				
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	0				
E.A	ACH		SOLE DISPOSITIVE POWER				
	ORTING RSON	9	17,085,026				
	TTH		SHARED DISPOSITIVE POWER				
		10	0				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	20,956,103						
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12							
40	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	39.0%						
		F REP	ORTING PERSON				
14	PN						

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1	NAME OF REPORTING PERSON ESL Investments, Inc.					
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC US	E ONL	Y			
4	SOURC N/A	E OF F	UNDS			
5	CHECK o	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZE: Delawar		OR PLACE OF ORGANIZATION			
7 SOLE VOTING POWER			SOLE VOTING POWER 20,912,867			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 0			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 20,912,867			
W	ITH	10	SHARED DISPOSITIVE POWER 0			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,956,103					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCE! 39.0%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON					

CUSIP No. 053332102 PAGE 9 OF 16

1	NAME OF REPORTING PERSON Edward S. Lampert					
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC US	E ONL	Y			
4	SOURC N/A	E OF F	UNDS			
5	CHECK o	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEI United S		OR PLACE OF ORGANIZATION			
SOLE VOTING POWER			SOLE VOTING POWER 20,956,103			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 0			
REPC	ACH PRTING RSON	9	SOLE DISPOSITIVE POWER 20,956,103			
W	ITH	10	SHARED DISPOSITIVE POWER 0			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,956,103					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCEI 39.0%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON IN					

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Item 4. Purpose of Transaction
Item 5. Interest in Securities of the Issuer
SIGNATURE

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This Amendment No. 27 to Schedule 13D (this "Amendment") relates to shares of common stock, par value \$0.01 per share (the "Shares"), of AutoZone, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 27 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership ("Partners"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), RBS Investment Management, L.L.C., a Delaware limited liability company ("RBSIM"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), ESL Investments, Inc., a Delaware corporation ("Investments") and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, RBS, Investments and Mr. Lampert are collectively defined in this Amendment as the "Filing Persons." Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety as follows:

The Filing Persons purchased the Shares reported herein as part of their ordinary course investment activities and intend to review on a continuing basis their investment in the Issuer. Depending on their review and evaluation of the business and prospects of the Issuer and the price level of the Shares, or such other factors as they may deem relevant, the Filing Persons may acquire additional Shares; may sell all or any part of their Shares pursuant to Rule 144, in privately negotiated transactions or in sales registered or exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"); may distribute Shares to various of their partners or may engage in any combination of the foregoing. Subject to applicable law, the Filing Persons may enter into derivative transactions, hedging transactions or alternative structures with respect to the Shares. Any open market or privately negotiated purchases, sales, distributions or other transactions may be made at any time without additional prior notice. Any alternative that the Filing Persons may pursue will depend upon a variety of factors, including without limitation, current and anticipated future trading prices of the Shares, the financial condition, results of operations and prospects of the Issuer and general economic, financial market and industry conditions, other investment and business opportunities available to the Filing Persons, general stock market and economic conditions, tax considerations and other factors.

From June 19, 2009 through June 23, 2009, the Filing Persons sold an aggregate of 454,153 Shares into the open market pursuant to Rule 144 under the Securities Act. In addition, on June 23, 2009, Acres distributed an aggregate of 2,578,742 Shares to its partners. Following these transactions, the Filing Persons continue to hold an aggregate of 20,956,103 Shares, which is approximately 39.0% of the Shares outstanding as of June 15, 2009, as disclosed in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 18, 2009.

William C. Crowley, who is the President and Chief Operating Officer of Investments, is a Director of the Issuer. The Filing Persons currently intend to remain as significant shareholders of the Issuer.

As a result of the Filing Persons' ongoing review and evaluation of the business, the Filing Persons may continue to communicate with the Board of Directors, members of management and/or other stockholders from time to time with respect to operational, strategic, financial or governance matters or otherwise work with management and the Board of Directors to create stockholder value and may from time to time suggest potential directors who may or may not be employees of the Filing Persons.

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Other than as described in this Item 4, none of the Filing Persons, nor, to the knowledge of each Filing Person, any individuals listed in response to Item 2 hereof, has any current plans or proposals that relate to or that would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D; provided that the Filing Persons may, at any time, review or reconsider their position with respect to the Issuer and reserve the right to develop such plans or proposals.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 20,956,103 Shares (approximately 39.0% of the 53,733,813 Shares outstanding as of June 15, 2009, as disclosed in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 18, 2009).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	20,956,103(1)	39.0%	13,296,168	0	13,296,168	0
ESL Institutional Partners, L.P.	20,956,103(1)	39.0%	70,380	0	70,380	0
ESL Investors, L.L.C.	20,956,103(1)	39.0%	2,945,220	0	2,945,220	0
Acres Partners, L.P.	20,956,103(1)	39.0%	3,182,851	0	3,182,851	0
RBS Investment Management, L.L.C.	20,956,103(1)	39.0%	70,380(2)	0	70,380(2)	0
RBS Partners, L.P.	20,956,103(1)	39.0%	17,085,026(3)	0	17,085,026(3)	0
ESL Investments, Inc.	20,956,103(1)	39.0%	20,912,867(4)	0	20,912,867(4)	0
Edward S. Lampert	20,956,103(1)	39.0%	20,956,103(1)	0	20,956,103(1)	0

⁽¹⁾ This number consists of 13,296,168 Shares held by Partners, 70,380 Shares held by Institutional, 2,945,220 Shares held in an account established by the investment member of Investors, 3,182,851 Shares held by Acres, 843,638 Shares held by RBS, 574,610 Shares held by Investments, 21,720 Shares held by Mr. Lampert and 21,516 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.

⁽²⁾ This number consists of 70,380 Shares held by Institutional.

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- (3) This number consists of 13,296,168 Shares held by Partners, 2,945,220 Shares held in an account established by the investment member of Investors and 843,638 Shares held by RBS.
- (4) This number consists of 13,296,168 Shares held by Partners, 70,380 Shares held by Institutional, 2,945,220 Shares held in an account established by the investment member of Investors, 843,638 Shares held by RBS, 3,182,851 Shares held by Acres and 574,610 Shares held by Investments.
 - In addition, Mr. Crowley, the President and Chief Operating Officer of Investments and a Director of the Issuer, directly owns 310 Shares and options, which are not exercisable in the next 60 days, to purchase 6,526 Shares.
 - (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons during the past 60 days.
 - (d) Not applicable.
 - (e) Not applicable.

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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.

Dated: June 23, 2009

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its

general partner

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

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RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

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ANNEX A RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF AUTOZONE, INC.

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share	
ESL Partners, L.P.	6/19/2009	open market sale	70,140	\$ 156.73	
ESL Partners, L.P.	6/19/2009	open market sale	34,403	\$ 157.01	
ESL Partners, L.P.	6/22/2009	open market sale	125,503	\$ 156.07	
ESL Partners, L.P.	6/23/2009	open market sale	32,954	\$ 155.06	
Account established by the investment member of ESL Investors,					
L.L.C.	6/19/2009	open market sale	15,537	\$ 156.73	
Account established by the investment member of ESL Investors,					
L.L.C.	6/19/2009	open market sale	7,620	\$ 157.01	
Account established by the investment member of ESL Investors,					
L.L.C.	6/22/2009	open market sale	27,800	\$ 156.07	
Account established by the investment member of ESL Investors,					
L.L.C.	6/23/2009	open market sale	7,299	\$ 155.06	
ESL Institutional Partners, L.P.	6/19/2009	open market sale	371	\$ 156.73	
ESL Institutional Partners, L.P.	6/19/2009	open market sale	182	\$ 157.01	
ESL Institutional Partners, L.P.	6/22/2009	open market sale	664	\$ 156.07	
ESL Institutional Partners, L.P.	6/23/2009	open market sale	174	\$ 155.06	
Acres Partners, L.P.	6/19/2009	open market sale	30,394	\$ 156.73	
Acres Partners, L.P.	6/19/2009	open market sale	14,907	\$ 157.01	
Acres Partners, L.P.	6/22/2009	open market sale	54,384	\$ 156.07	
		in-kind			
		distribution to		not	
Acres Partners, L.P.	6/23/2009	partners	2,578,742	applicable	
Acres Partners, L.P.	6/23/2009	open market sale	14,279	\$ 155.06	
RBS Partners, L.P.	6/19/2009	open market sale	4,450	\$ 156.73	
RBS Partners, L.P.	6/19/2009	open market sale	2,183	\$ 157.01	

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Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share
RBS Partners, L.P.	6/22/2009	open market sale	7,963	\$156.07
RBS Partners, L.P.	6/23/2009	open market sale	2,091	\$155.06
Edward S. Lampert	6/19/2009	open market sale	115	\$156.73
Edward S. Lampert	6/19/2009	open market sale	56	\$157.01
Edward S. Lampert	6/22/2009	open market sale	205	\$156.07
Edward S. Lampert	6/23/2009	open market sale	54	\$155.06
Edward and Kinga Lampert Foundation	6/19/2009	open market sale	113	\$156.73
Edward and Kinga Lampert Foundation	6/19/2009	open market sale	56	\$157.01
Edward and Kinga Lampert Foundation	6/22/2009	open market sale	203	\$156.07
Edward and Kinga Lampert Foundation	6/23/2009	open market sale	53	\$155.06