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

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
or Section 30(h) of the Investment Company Act of 1940**

Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b>  ESL Investments, Inc.  _____ <i>(Last) (First) (Middle)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  AutoZone, Inc. (AZO)  _____	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____
One Lafayette Place  _____ <i>(Street)</i>	<b>4. Statement for Month/Day/Year</b>  December 31, 2002  _____	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  _____
Greenwich, CT 06830  _____ <i>(City) (State) (Zip)</i>	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>  _____	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

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).

**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		
Previous Balance								12,338,984	
	12/31/02		J(1)		1,666,855	D	N/A	10,672,129	D(2) (9)
Previous Balance								2,985,290	
	12/31/02		J(1)		501,269	D	N/A	2,484,021	D(3) (9)
Previous Balance								443,272	
	12/31/02		J(1)		47,457	D	N/A	395,815	D(4) (9)
Previous Balance								1,521,365	D(5) (9)
Previous Balance								7,526,599	D(6) (9)
Previous Balance								224,840	D(7) (9)
Previous Balance								488,350	D(8) (9)

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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Code		V	(A)	(D)
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**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

**Explanation of Responses:**

- (1) These securities were contributed to 200GA, L.P., a Delaware limited partnership ("200GA"), in exchange for limited partnership interests in 200GA.
- (2) These securities are owned by ESL Partners, L.P., a Delaware limited partnership ("ESL").
- (3) These securities are owned by ESL Limited, a Bermuda corporation ("Limited").
- (4) These securities are owned by ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional").
- (5) These securities are owned by ESL Investors, L.L.C., a Delaware limited liability company ("Investors").
- (6) These securities are owned by Acres Partners, L.P., a Delaware limited partnership ("Acres").
- (7) These securities are owned by Marion Partners, L.P., a Delaware limited partnership ("Marion").
- (8) These securities are owned by Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw").

(9) This Form 4 is filed on behalf of a group consisting of ESL, Limited, Institutional, Investors, Acres, Marion, and Blue Macaw (collectively, the "ESL Parties"), RBS Partners, L.P. ("RBS Partners"), ESL Investment Management, LLC ("ESLIM"), RBS Investment Management, LLC ("RBSIM"), ESL Investments, Inc. ("Investments") and Edward S. Lampert. Pursuant to Section 16, RBS Partners, ESLIM, RBSIM, Investments and Mr. Lampert may be deemed indirect beneficial owners of the securities reported on this Form 4. The general partner of ESL is RBS Partners. The general partner of RBS Partners is Investments. ESLIM is the investment manager of Limited. RBSIM is the general partner of Institutional. RBS Partners is the manager of Investors. Investments is the general partner of Acres, Marion, Blue Macaw and 200GA. Mr. Lampert is a controlling stockholder of Investments and is the managing member of RBSIM and ESLIM. Investments and Mr. Lampert each have less than a 35% interest in each of the ESL Parties. The securities reported as being owned by each of the ESL Parties reflect the total amount of securities beneficially owned by each such entity, which is greater than Mr. Lampert's or Investments' indirect pecuniary interest in such securities. RBSIM has less than a 35% interest in Institutional. The securities reported as being owned by Institutional reflect the total amount of securities beneficially owned by Institutional, which is greater than RBSIM's indirect pecuniary interest in such securities. ESLIM has less than a 35% interest in Limited. The securities reported as being owned by Limited reflect the total amount of securities beneficially owned by Limited, which is greater than ESLIM's indirect pecuniary interest in such securities. RBS Partners has less than a 35% interest in ESL. The securities reported as being owned by ESL reflect the total amount of securities beneficially owned by ESL, which is greater than RBS Partners' indirect pecuniary interest in such securities. The securities reported as being owned by Investors reflect the total amount of securities beneficially owned by Investors, which is greater than RBS Partners' indirect pecuniary interest in such securities.

/s/ WILLIAM C. CROWLEY

January 2, 2003

\*\*Signature of Reporting Person

Date

\*\* 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.

Joint Filer Information

Name: ESL Partners, L.P.  
Address: One Lafayette Place  
Greenwich, CT 06830  
Designated Filer: ESL Investments, Inc.  
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)  
Signature: **ESL PARTNERS, L.P.**

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
President

Dated: January 2, 2003

Joint Filer Information

Name: ESL Limited  
Address: Hemisphere House  
9 Church Street  
Hamilton, Bermuda  
Designated Filer: ESL Investments, Inc.  
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL LIMITED**

By: ESL Investment Management, LLC, its investment manager

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
Member

Dated: January 2, 2003



Joint Filer Information

Name: ESL Institutional Partners, L.P.

Address: One Lafayette Place  
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INSTITUTIONAL PARTNERS, L.P.**

By: RBS Investment Management, LLC, its general partner

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
Member

Dated: January 2, 2003

Joint Filer Information

Name: ESL Investors, LLC  
Address: One Lafayette Place  
Greenwich, CT 06830  
Designated Filer: ESL Investments, Inc.  
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INVESTORS, L.L.C**

By: RBS Partners, L.P., its manager  
By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
President

Dated: January 2, 2003

Joint Filer Information

Name: RBS Investment Management, LLC

Address: One Lafayette Place  
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **RBS INVESTMENT MANAGEMENT, LLC**

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
Member

Dated: January 2, 2003

Joint Filer Information

Name: RBS Partners, L.P.  
Address: One Lafayette Place  
Greenwich, CT 06830  
Designated Filer: ESL Investments, Inc.  
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **RBS PARTNERS, L.P.**

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
President

Dated: January 2, 2003

Joint Filer Information

Name: ESL Investment Management, LLC

Address: One Lafayette Place  
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INVESTMENT MANAGEMENT, LLC**

By: /s/ WILLIAM C. CROWLEY

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William C. Crowley  
Member

Dated: January 2, 2003

Joint Filer Information

Name: Edward S. Lampert  
Address: One Lafayette Place  
Greenwich, CT 06830  
Designated Filer: ESL Investments, Inc.  
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: /s/ EDWARD S. LAMPERT

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Edward S. Lampert

Dated: January 2, 2003