

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
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1. Name and Address of Reporting Person* <u>LAMPERT EDWARD S</u> (Last) (First) (Middle) 200 GREENWICH AVENUE (Street) GREENWICH CT 06830 (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) 06/30/2010	
		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, par value \$0.01 per share	06/30/2010		J ⁽¹⁾⁽²⁾	V	809,865 ⁽¹⁾⁽²⁾	D	\$0 ⁽¹⁾⁽²⁾	8,883,494	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽¹²⁾
Common Stock, par value \$0.01 per share	06/30/2010		J ⁽⁴⁾	V	809,865 ⁽⁴⁾	D	\$0 ⁽⁴⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽⁵⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								2,651,302	I	See Footnotes ⁽⁶⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								1,917	I	See Footnotes ⁽⁷⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								2,000,000	I	See Footnotes ⁽⁸⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								31,316	I	See Footnotes ⁽⁹⁾⁽¹²⁾
Common Stock, par value \$0.01 per share								4,368,544 ⁽¹⁰⁾	D ⁽¹⁾⁽²⁾⁽¹¹⁾⁽¹²⁾	

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					

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 INVESTMENTS INC
 (Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

RBS PARTNERS L P /CT

(Last)

(First)

(Middle)

ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ESL PARTNERS, L.P.

(Last)

(First)

(Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ESL INVESTORS LLC

(Last)

(First)

(Middle)

200 GREENWICH AVE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

Explanation of Responses:

1. As part of an internal restructuring by the Reporting Persons that occurred on June 2, 2010, ESL Partners, L.P. ("Partners") made a partial distribution of shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone, Inc. (the "Issuer") to its general partner, RBS Partners, L.P. ("RBS") based on RBS's pro rata share of the assets of Partners. Of that distribution, a portion of the Shares indirectly owned by Edward S. Lampert was initially retained by Partners pending expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Approval").
2. The Reporting Persons received notification of HSR Approval on June 16, 2010. On June 30, 2010, Partners distributed these 809,865 Shares to RBS, following which RBS immediately distributed the Shares to Mr. Lampert. Mr. Lampert is a party to an agreement with Partners that generally requires Mr. Lampert to sell these Shares received, and to make certain purchases of additional Shares of the Issuer, on a pro rata basis with Partners, at the same time and on substantially the same economic terms and conditions (subject to certain legal, tax, accounting or regulatory considerations). As a result of this internal restructuring, the combined direct and indirect ownership of Mr. Lampert in the Issuer and the pecuniary interest of Mr. Lampert in the Issuer did not change.
3. These Shares are held by Partners.
4. These Shares were distributed by RBS to Mr. Lampert as a result of the transactions described in footnotes 1 and 2 above.
5. These Shares are held by RBS.
6. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
7. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
8. These Shares are held by Acres Partners, L.P. ("Acres").
9. These Shares are held in grantor retained annuity trusts, of which Mr. Lampert is the trustee.
10. These Shares include 809,865 Shares distributed by RBS as a result of the transactions described in footnotes 1 and 2 above. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously held an indirect interest.
11. These Shares are held by Mr. Lampert.
12. This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("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

(See signatures of Reporting
Persons as Exhibit 99.1)

06/30/2010

** 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 Earliest Transaction Reported in Statement: June 30, 2010

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

Designated Filer: Edward S. Lampert

Other Joint Filers: ESL Investments, Inc., RBS Partners,
L.P., ESL Partners, L.P. and
ESL Investors, 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

ESL INVESTMENTS, INC.
By Adrian J. Maizey, Chief Financial Officer

/s/ Adrian J. Maizey

RBS PARTNERS, L.P.
By: ESL Investments, Inc., as its general partner
By: Adrian J. Maizey, Chief Financial Officer

/s/ Adrian J. Maizey

ESL PARTNERS, L.P.
By: RBS Partners, L.P., as its general partner
By: ESL Investments, Inc., as its general partner
By Adrian J. Maizey, Chief Financial Officer

/s/ Adrian J. Maizey

ESL INVESTORS, L.L.C.
By: RBS Partners, L.P., as its manager
By: ESL Investments, Inc., as its general partner
By Adrian J. Maizey, Chief Financial Officer

/s/ Adrian J. Maizey
