

**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>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2010</u>			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		
<u>200 GREENWICH AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GREENWICH CT 06830</u>								
(City) (State) (Zip)								

**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	12/31/2010		S		3,399	D	\$274.52 <sup>(1)</sup>	7,107,337	I	See Footnotes <sup>(2)(9)</sup>
Common Stock, par value \$0.01 per share	01/03/2011		J <sup>(3)</sup>		628,159 <sup>(3)</sup>	D	\$0 <sup>(3)</sup>	6,479,178	I	See Footnotes <sup>(2)(9)</sup>
Common Stock, par value \$0.01 per share	01/03/2011		S		20,718	D	\$273.21 <sup>(4)</sup>	6,458,460	I	See Footnotes <sup>(2)(9)</sup>
Common Stock, par value \$0.01 per share	12/31/2010		S		1,015	D	\$274.52 <sup>(1)</sup>	2,121,200	I	See Footnotes <sup>(5)(9)</sup>
Common Stock, par value \$0.01 per share	01/03/2011		S		6,783	D	\$273.21 <sup>(4)</sup>	2,114,417	I	See Footnotes <sup>(5)(9)</sup>
Common Stock, par value \$0.01 per share	12/31/2010		S		1	D	\$274.52 <sup>(1)</sup>	1,534	I	See Footnotes <sup>(6)(9)</sup>
Common Stock, par value \$0.01 per share	01/03/2011		S		5	D	\$273.21 <sup>(4)</sup>	1,529	I	See Footnotes <sup>(6)(9)</sup>
Common Stock, par value \$0.01 per share	12/31/2010		S		1,675	D	\$274.52 <sup>(1)</sup>	3,501,139	D <sup>(7)(9)</sup>	
Common Stock, par value \$0.01 per share	01/03/2011		S		11,196	D	\$273.21 <sup>(4)</sup>	3,489,943	D <sup>(7)(9)</sup>	
Common Stock, par value \$0.01 per share								2,000,000	I	See Footnotes <sup>(8)(9)</sup>

**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)

200 GREENWICH AVENUE

(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 INSTITUTIONAL PARTNERS LP](#)

(Last) (First) (Middle)

200 GREENWICH AVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RBS INVESTMENT MANAGEMENT LLC](#)

(Last) (First) (Middle)

200 GREENWICH AVE

(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. This price represents the approximate weighted average price per share of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$274.18 to \$274.59 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
2. These Shares are held by ESL Partners, L.P. ("Partners").
3. Partners distributed these Shares on a pro rata basis to limited partners that elected in 2010 to redeem all or a portion of their interest in Partners.
4. This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$272.96 to \$273.50 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
5. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
6. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
7. These Shares are held by Edward S. Lampert, and include 15,542 Shares that were originally reported as owned indirectly through a grantor retained annuity trust, which distributed the 15,542 Shares on December 31, 2010 via an in-kind annuity payment to Mr. Lampert.
8. These Shares are held by Acres Partners, L.P. ("Acres").
9. This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBSIM 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      01/04/2011

ESL INVESTMENTS, INC.,

By: /s/ Adrian J. Maizey, Chief      01/04/2011  
Financial Officer

RBS PARTNERS, L.P., By:

ESL Investments, Inc., as its

general partner, By: /s/ Adrian      01/04/2011  
J. Maizey, Chief Financial  
Officer

ESL PARTNERS, L.P., By:

RBS Partners, L.P., as its

general partner, By: ESL  
Investments, Inc., as its general      01/04/2011  
partner, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

ESL INSTITUTIONAL

PARTNERS, L.P., By: RBS

Investment Management,

L.L.C., as its general partner,      01/04/2011  
By: ESL Investments, Inc., as  
its manager, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

RBS INVESTMENT

MANAGEMENT, L.L.C., By:

ESL Investments, Inc., as its      01/04/2011  
manager, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

ESL INVESTORS, L.L.C., By:

RBS Partners, L.P., as its

manager, By: ESL  
Investments, Inc., as its general      01/04/2011  
partner, By: /s/ Adrian J.  
Maizey, Chief Financial  
Officer

\*\* 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.