

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>06/01/2010</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)	(City)	(State)	(Zip)						
<u>GREENWICH</u>	<u>CT</u>	<u>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	06/01/2010		S		52,127	D	\$193.86 ⁽¹⁾	12,212,132	I	See Footnotes ⁽¹⁾⁽²⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		S		242,952	D	\$192.14 ⁽³⁾	11,969,180	I	See Footnotes ⁽²⁾⁽³⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/01/2010		S		11,546	D	\$193.86 ⁽¹⁾	2,705,119	I	See Footnotes ⁽¹⁾⁽⁴⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		S		53,817	D	\$192.14 ⁽³⁾	2,651,302	I	See Footnotes ⁽³⁾⁽⁴⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/01/2010		S		8	D	\$193.86 ⁽¹⁾	1,956	I	See Footnotes ⁽¹⁾⁽⁵⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		S		39	D	\$192.14 ⁽³⁾	1,917	I	See Footnotes ⁽³⁾⁽⁵⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/01/2010		S		2,253	D	\$193.86 ⁽¹⁾	527,766	I	See Footnotes ⁽¹⁾⁽⁶⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		S		10,500	D	\$192.14 ⁽³⁾	517,266	I	See Footnotes ⁽³⁾⁽⁶⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/01/2010		S		3,594	D	\$193.86 ⁽¹⁾	842,065	D ⁽¹⁾⁽⁷⁾⁽¹⁸⁾	
Common Stock, par value \$0.01 per share	06/02/2010		S		16,752	D	\$192.14 ⁽³⁾	825,313	D ⁽³⁾⁽⁷⁾⁽¹⁸⁾	
Common Stock, par value \$0.01 per share	06/02/2010		J ⁽⁸⁾	V	2,275,821 ⁽⁸⁾	D	\$0 ⁽⁸⁾	9,693,359	I	See Footnotes ⁽²⁾⁽⁹⁾⁽¹⁰⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		J ⁽¹¹⁾	V	2,275,821 ⁽¹¹⁾	D	\$0 ⁽¹¹⁾	0	I	See Footnotes ⁽⁹⁾⁽¹⁰⁾⁽¹²⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		J ⁽¹³⁾	V	1,182,851 ⁽¹³⁾	D	\$0 ⁽¹³⁾	2,000,000	I	See Footnotes ⁽⁹⁾⁽¹⁰⁾⁽¹⁴⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share	06/02/2010		J ⁽¹⁵⁾	V	506,921 ⁽¹⁵⁾	D	\$0 ⁽¹⁵⁾	0	I	See Footnotes ⁽⁹⁾⁽¹⁰⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share								31,316	I	See Footnotes ⁽⁹⁾⁽¹⁰⁾⁽¹⁶⁾⁽¹⁸⁾
Common Stock, par value \$0.01 per share								3,558,679 ⁽¹⁷⁾	D ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾⁽¹⁸⁾	

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)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
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)
(Last)	(First)	(Middle)	(Last)	(V)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
1. Name and Address of Reporting Person*											
LAMPERT EDWARD S											
(Last)	(First)	(Middle)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
200 GREENWICH AVENUE											
(Street)	GREENWICH	CT	06830								
(City)	(State)	(Zip)									
1. Name and Address of Reporting Person*											
ESL INVESTMENTS INC											
(Last)	(First)	(Middle)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
200 GREENWICH AVENUE											
(Street)	GREENWICH	CT	06830								
(City)	(State)	(Zip)									
1. Name and Address of Reporting Person*											
ESL PARTNERS, L.P.											
(Last)	(First)	(Middle)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
200 GREENWICH AVENUE											
(Street)	GREENWICH	CT	06830								
(City)	(State)	(Zip)									
1. Name and Address of Reporting Person*											
ESL INSTITUTIONAL PARTNERS LP											
(Last)	(First)	(Middle)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
200 GREENWICH AVE											
(Street)	GREENWICH	CT	06830								
(City)	(State)	(Zip)									
1. Name and Address of Reporting Person*											
RBS INVESTMENT MANAGEMENT LLC											
(Last)	(First)	(Middle)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 \$193.75 to \$194.04 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. This price represents the approximate weighted average price per Share of sales that were executed at prices ranging from \$192.00 to \$192.43 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.
4. These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
5. These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
6. These Shares are held by ESL Investments, Inc. ("Investments").
7. These Shares are held by Edward S. Lampert.
8. As part of an internal restructuring by the Reporting Persons that occurred on June 2, 2010, Partners distributed these Shares to its general partner, RBS Partners, L.P. ("RBS"). RBS then immediately distributed 2,257,761 of these Shares to Mr. Lampert and 18,060 of these Shares to William C. Crowley. Mr. Lampert and Mr. Crowley are parties to an agreement with Partners that generally requires Mr. Lampert and Mr. Crowley 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).
9. The internal restructuring transactions described herein will result in direct ownership by Mr. Lampert and Mr. Crowley of a portion of their respective indirect ownership interests in the Issuer. Specifically, Partners is making a partial distribution to RBS based on RBS's pro rata share of the assets of Partners. Of that distribution, a portion of the Shares indirectly owned by Mr. Lampert will initially be retained by ESL Partners and, upon expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Approval"), will be distributed to RBS, which in turn will make a distribution to Mr. Lampert. Filing for HSR Approval is expected to be made shortly.
10. As a result of this internal restructuring, described in footnote 8 above and footnote 15 below, both after the distribution of Shares reflected in this filing, and after the additional distribution of Shares to Mr. Lampert upon receiving HSR Approval, the combined direct and indirect ownership of Mr. Lampert and Mr. Crowley in the Issuer, and the pecuniary interest of each of Mr. Lampert and Mr. Crowley in the Issuer, will not change.
11. These Shares were distributed by RBS to Mr. Lampert and Mr. Crowley as a result of the transactions described in footnote 8 above.
12. These Shares are held by RBS.
13. These shares were distributed by Acres Partners, L.P. ("Acres") to its limited partners.
14. These Shares are held by Acres.
15. These Shares were distributed by Investments to Mr. Lampert and Mr. Crowley. As a result of this transaction, Mr. Lampert directly holds Shares in which he previously held an indirect interest through his interest in Investments.
16. These Shares are held in grantor retained annuity trusts, of which Mr. Lampert is the trustee.
17. These Shares include 2,257,761 Shares distributed by RBS as a result of the transactions described in footnote 8 above and 506,921 Shares distributed by Investments as a result of the transactions described in footnote 15 above. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously held an indirect interest.
18. This Form 4 is filed on behalf of Mr. Lampert, Investments, Institutional, 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 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. Mr. Crowley is separately filing a Statement of Changes in Beneficial Ownership on Form 4 in connection with these transactions and disclaims beneficial ownership of all securities beneficially owned by Mr. Lampert.

/s/ Edward S. Lampert (See
signatures of Reporting
Persons as Exhibit 99.1)

06/03/2010

** 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 1, 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., ESL Institutional
Partners, L.P., RBS Investment Management,
L.L.C. 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 INSTITUTIONAL PARTNERS, L.P.
By: RBS Investment Management, L.L.C.,
as its general partner
By: ESL Investments, Inc., as its manager
By Adrian J. Maizey, Chief Financial Officer

/s/ Adrian J. Maizey

RBS INVESTMENT MANAGEMENT, L.L.C.
By: ESL Investments, Inc., as its manager
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
