

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>ESL INVESTMENTS INC</u>  (Last) (First) (Middle)  (Street)  (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) <u>06/30/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/30/2003		J <sup>(1)</sup>		783,937 <sup>(2)</sup>	D	0	25,531,802 <sup>(3)</sup>	I <sup>(4)(5)(6)</sup>	(4), (5), (6)

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Securities were contributed by ESL Limited, a Bermuda corporation ("Limited"), to KP I Partners, L.P., a Delaware limited partnership ("KPI"), and KP II Partners, L.P., a Delaware limited partnership ("KPII"), in exchange for limited partnership interests in KPI and KPII.
- Includes (i) 441,638 shares contributed by Limited to KPI in exchange for limited partnership interests in KPI and (ii) 342,299 shares contributed by Limited to KPII in exchange for limited partnership interests in KPII.
- Includes (i) 10,672,129 shares held of record by ESL Partners, L.P., a Delaware limited partnership ("ESL"), (ii) 1,700,084 shares held of record by Limited, (iii) 395,815 shares held of record by ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), (iv) 1,521,365 shares held of record by ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), (v) 7,526,599 shares held of record by Acres Partners, L.P., a Delaware limited partnership ("Acres"), (vi) 224,840 shares held of record by Marion Partners, L.P., a Delaware limited partnership ("Marion"), (vii) 488,350 shares held of record by Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw"), (viii) 3,102 shares held of record by Edward S. Lampert, (ix) 2,215,581 shares held of record by 200GA, L.P., a Delaware limited partnership ("200GA"), (x) 441,638 shares held of record by KPI and (xi) 342,299 shares held of record by KPII.
- This Form 4 is filed on behalf of a group consisting of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and 200GA (collectively, the "ESL Parties"). RBS Partners, L.P. ("RBS Partners"), ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM"), ESL Investments, Inc. ("Investments") and Edward S. Lampert.
- Pursuant to Section 16, the ESL Parties, RBS Partners, ESLIM, RBSIM, Investments and Mr. Lampert may each be deemed indirect beneficial owners of the securities reported on this Form 4. The general partner of ESL and the manager of Investors is RBS Partners. The general partner of RBS Partners is Investments. ESLIM is the investment manager of Limited and the general partner of each of KPI and KPII. RBSIM is the general partner of Institutional. Investments is the general partner of each 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 40% interest in each of the ESL Parties. The total amount of securities reported as owned by each of the ESL Parties is greater than Investments' or Mr. Lampert's indirect pecuniary interest in such securities. RBSIM has less than a 40% interest in Institutional. The total amount of securities reported as owned by Institutional is greater than RBSIM's indirect pecuniary interest in such securities. ESLIM has less than a 40% interest in Limited, KPI and KPII. The total amount of securities reported as owned by Limited, KPI and KPII, respectively, is greater than ESLIM's indirect pecuniary interest in such securities. RBS Partners has less than a 40% interest in ESL and Investors. The total amount of securities reported as owned by ESL and Investors, respectively, is greater than RBS Partners' indirect pecuniary interest in such securities.

/s/ William C. Crowley,  
President and Chief Operating Officer 07/01/2003

\*\* 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

Name: ESL Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

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  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: ESL Limited

Address: Hemisphere House  
9 Church Street  
Hamilton, Bermuda

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

Designated Filer: ESL Investments, Inc.

Signature: ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ William C. Crowley  
William C. Crowley  
Member

Dated: July 1, 2003

Name: ESL Institutional Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ William C. Crowley  
William C. Crowley  
Member

Dated: July 1, 2003

Name: ESL Investors, L.L.C.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

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  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: Acres Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: Marion Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: Blue Macaw Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: 200GA, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: 200GA, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: RBS Investment Management, LLC

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: RBS INVESTMENT MANAGEMENT, LLC

By: /s/ William C. Crowley  
William C. Crowley  
Member

Dated: July 1, 2003

Name: RBS Partners, L.P.

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: RBS PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley  
William C. Crowley  
President and Chief Operating Officer

Dated: July 1, 2003

Name: ESL Investment Management, LLC

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: ESL INVESTMENT MANAGEMENT, LLC

By: /s/ William C. Crowley  
William C. Crowley  
Member

Dated: July 1, 2003

Name: Edward S. Lampert

Address: 200 Greenwich Avenue  
Greenwich, CT 06830

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

Designated Filer: ESL Investments, Inc.

Signature: /s/ Edward S. Lampert  
Edward S. Lampert

Dated: July 1, 2003