

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> (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) 01/11/2010	
		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	01/11/2010		J ⁽¹⁾		65,371 ⁽¹⁾	D	\$0 ⁽¹⁾	2,039	I	See Footnotes ⁽²⁾⁽¹³⁾
Common Stock, par value \$0.01 per share	01/11/2010		J ⁽³⁾		808,039 ⁽³⁾	D	\$0 ⁽³⁾	0	I	See Footnotes ⁽⁴⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								2,820,940	I	See Footnotes ⁽⁵⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								12,735,004	I	See Footnotes ⁽⁶⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								3,182,851	I	See Footnotes ⁽⁷⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								550,362	I	See Footnotes ⁽⁸⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								15,774 ⁽⁹⁾	I	See Footnotes ⁽¹⁰⁾⁽¹³⁾
Common Stock, par value \$0.01 per share								862,344 ⁽¹¹⁾	D ⁽¹²⁾⁽¹³⁾	

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* <u>LAMPERT EDWARD S</u> (Last) (First) (Middle) 200 GREENWICH AVENUE (Street) GREENWICH CT 06830 (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>ESL INVESTMENTS INC</u>
--

(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*

[RBS INVESTMENT MANAGEMENT LLC](#)

(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 AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

Explanation of Responses:

1. ESL Institutional Partners, L.P. ("Institutional") distributed these shares of common stock, par value \$0.01 per share, of AutoZone, Inc. ("Shares") to its general partner, RBS Investment Management, L.L.C. ("RBSIM"), in an in-kind pro rata distribution for no consideration. RBSIM then distributed these Shares to its members in an in-kind pro rata distribution for no consideration.
2. These Shares are held by Institutional.
3. RBS Partners, L.P. ("RBS") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
4. These Shares are held by RBS.
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 Partners, L.P. ("Partners").
7. These Shares are held by Acres Partners, L.P. ("Acres").
8. These Shares are held by ESL Investments, Inc. ("Investments").
9. These Shares were distributed by RBSIM in an in-kind pro rata distribution for no consideration.
10. These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.
11. These Shares include 792,882 Shares distributed by RBS in an in-kind pro rata distribution for no consideration and 48,659 Shares distributed by RBSIM in an in-kind pro rata distribution for no consideration. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously had an indirect interest. The distributions did not change Mr. Lampert's overall pecuniary interest in securities of AutoZone, Inc.
12. These Shares are held by Mr. Lampert.
13. This Form 4 is filed on behalf of Mr. Lampert, Investments, RBS, RBSIM and Institutional. 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.

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.

[Edward S. Lampert](#) [01/13/2010](#)

[Adrian J. Maizey, as Chief
Financial Officer of ESL
Investments, Inc.](#) [01/13/2010](#)

[Adrian J. Maizey, as Chief
Financial Officer of ESL
Investments, Inc., the general
partner of RBS Partners, L.P.](#) [01/13/2010](#)

[Adrian J. Maizey, as Chief](#) [01/13/2010](#)

Financial Officer of ESL
Investments, Inc., the manager
of RBS Investment
Management, L.L.C.

Adrian J. Maizey, as Chief
Financial Officer of ESL
Investments, Inc., the manager
of RBS Investment
Management, L.L.C., the
general partner of ESL
Institutional Partners, L.P.

01/13/2010

** 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.