

AUTOZONE INC
Form 4
October 17, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
LAMPERT EDWARD S			AUTOZONE INC [AZO]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	____ Director ____ Officer (give title below)
			10/15/2008	<input checked="" type="checkbox"/> 10% Owner ____ Other (specify below)
200 GREENWICH AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
GREENWICH, CT 06830				
(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	10/15/2008		P		30,600	A	\$ 102.36 (2)	13,377,068 I See Footnotes (1) (9)
Common Stock, par value \$0.01 per share	10/15/2008		P		34,300	A	\$ 103.15 (3)	13,411,368 I See Footnotes (1) (9)
Common Stock, par	10/15/2008		P		40,700	A	\$ 104	13,452,068 I See Footnotes

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value \$0.01 per share									(1) (9)
Common Stock, par value \$0.01 per share						3,003,476	I		See Footnotes (4) (9)
Common Stock, par value \$0.01 per share						71,771	I		See Footnotes (5) (9)
Common Stock, par value \$0.01 per share						5,875,557	I		See Footnotes (6) (9)
Common Stock, par value \$0.01 per share						860,325	I		See Footnotes (7) (9)
Common Stock, par value \$0.01 per share						22,150	D	(8) (9)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

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

10/17/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$102.00 to \$102.68 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 purchased at each price.
- (3) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$103.00 to \$103.93 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 purchased 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 Acres Partners, L.P. ("Acres").
- (7) These Shares are held by RBS Partners, L.P. ("RBS").
- (8) These Shares are held by Edward S. Lampert.
- (9) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. 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

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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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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