

RBS INVESTMENT MANAGEMENT LLC  
 Form 4  
 January 19, 2012

**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 \*  
**LAMPERT EDWARD S**

(Last) (First) (Middle)  
 200 GREENWICH AVENUE  
 (Street)  
 GREENWICH, CT 06830  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AUTOZONE INC [AZO]**

3. Date of Earliest Transaction (Month/Day/Year)  
 01/17/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 per share | 01/17/2012                           |  | S                              |   | 143,312   | D  | \$ 345.36<br>(1)                  |
|  |                                      |  |                                |   |   |  | 2,824,407                         |
|  |                                      |  |                                |   |   |  | I                                 |
|  |                                      |  |                                |   |   |  | See Footnotes (2) (3)             |
| Common Stock, par value \$0.01 per share | 01/18/2012                           |  | S                              |   | 47,468  | D  | \$ 345.37<br>(4)                  |
|  |                                      |  |                                |   |   |  | 2,776,939                         |
|  |                                      |  |                                |   |   |  | I                                 |
|  |                                      |  |                                |   |   |  | See Footnotes (2) (3)             |
| Common Stock, par                        | 01/18/2012                           |  | S                              |   | 91,257  | D  | \$ 346.42                         |
|  |                                      |  |                                |   |   |  | 2,685,682                         |
|  |                                      |  |                                |   |   |  | I                                 |
|  |                                      |  |                                |   |   |  | See Footnotes                     |

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|                         |            |   |         |   |                            |           |                         |   |
|-------------------------|------------|---|---------|---|----------------------------|-----------|-------------------------|---|
| value                   |            |   |         |   | <u>(5)</u>                 |           |                         | <u>(2)</u> <u>(3)</u>                     |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/19/2012 | S | 155,590 | D | \$<br>346.57<br><u>(6)</u> | 2,530,092 | I                       | See<br>Footnotes<br><u>(2)</u> <u>(3)</u> |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/17/2012 | S | 37      | D | \$<br>345.36<br><u>(1)</u> | 788       | I                       | See<br>Footnotes<br><u>(3)</u> <u>(7)</u> |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/18/2012 | S | 13      | D | \$<br>345.37<br><u>(4)</u> | 775       | I                       | See<br>Footnotes<br><u>(3)</u> <u>(7)</u> |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/18/2012 | S | 26      | D | \$<br>346.42<br><u>(5)</u> | 749       | I                       | See<br>Footnotes<br><u>(3)</u> <u>(7)</u> |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/19/2012 | S | 43      | D | \$<br>346.57<br><u>(6)</u> | 706       | I                       | See<br>Footnotes<br><u>(3)</u> <u>(7)</u> |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/17/2012 | S | 72,777  | D | \$<br>345.36<br><u>(1)</u> | 1,839,804 | D <u>(3)</u> <u>(8)</u> |   |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/18/2012 | S | 31,041  | D | \$<br>345.37<br><u>(4)</u> | 1,808,763 | D <u>(3)</u> <u>(8)</u> |   |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/18/2012 | S | 59,675  | D | \$<br>346.42<br><u>(5)</u> | 1,749,088 | D <u>(3)</u> <u>(8)</u> |   |
| \$0.01 per share        |            |   |         |   |                            |           |                         |   |
| Common Stock, par value | 01/19/2012 | S | 101,459 | D | \$<br>346.57<br><u>(6)</u> | 1,647,629 | D <u>(3)</u> <u>(8)</u> |   |

\$0.01 per share

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

**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 control number.**

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount 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 PARTNERS, L.P.  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

ESL INSTITUTIONAL PARTNERS LP  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

ESL INVESTMENTS INC  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

RBS INVESTMENT MANAGEMENT LLC  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

RBS PARTNERS L P /CT  
 200 GREENWICH AVENUE  
 GREENWICH, CT 06830

X

## Signatures

|   |            |
|---|------------|
| /s/ Edward S. Lampert   | 01/19/2012 |
| __Signature of Reporting Person   | Date       |
| ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer                      | 01/19/2012 |
| __Signature of Reporting Person   | Date       |
| ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., as its general partner, By: ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer | 01/19/2012 |
| __Signature of Reporting Person   | Date       |
| ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer  | 01/19/2012 |
| __Signature of Reporting Person   | Date       |
| RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer   | 01/19/2012 |
| __Signature of Reporting Person   | Date       |
| RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer  | 01/19/2012 |
| __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) 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 \$345.00 to \$345.90 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 Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), ESL Institutional Partners, L.P. ("Institutional"), RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), and Partners. RBS is the general partner of Partners. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
  - (4) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$345.00 to \$345.99 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) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$346.00 to \$346.96 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.
  - (6) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$346.28 to \$347.06 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.
  - (7) These Shares are held by Institutional.

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(8) These Shares are held by Edward S. Lampert.

**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 is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of 10% of the total amount of the class of securities. Page

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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