

AUTOZONE INC
Form SC 13D/A
July 20, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 28)*
AutoZone, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

John G. Finley, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 16, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON

1

ESL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 12,735,004

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 12,735,004

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

PN

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CUSIP No. 053332102

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1 NAME OF REPORTING PERSON
ESL Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) p
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF 67,410

8 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0

9 EACH REPORTING
SOLE DISPOSITIVE POWER

PERSON 67,410

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,206,018

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.6%

14

TYPE OF REPORTING PERSON

PN

Table of Contents

CUSIP No. 053332102

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| | | |
|---|--|------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | ESL Investors, L.L.C. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) <input type="checkbox"/> | |
| | (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| | <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 7 | SOLE VOTING POWER | |
| | NUMBER OF | 2,820,940 |
| 8 | SHARES BENEFICIALLY OWNED BY | SHARED VOTING POWER |
| | | 0 |
| 9 | EACH REPORTING | SOLE DISPOSITIVE POWER |

PERSON 2,820,940

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

OO

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CUSIP No. 053332102

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NAME OF REPORTING PERSON

1

Acres Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 3,182,851

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 3,182,851

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

PN

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CUSIP No. 053332102

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1 NAME OF REPORTING PERSON

RBS Investment Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 67,410

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

0

9 EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON 67,410

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

OO

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| | | |
|------------------------------|--|--|
| 1 | NAME OF REPORTING PERSON | |
| | RBS Partners, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) <input type="checkbox"/> | |
| | (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| | <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 7 | SOLE VOTING POWER | |
| NUMBER OF | 16,363,983 | |
| 8 | SHARED VOTING POWER | |
| SHARES BENEFICIALLY OWNED BY | 0 | |
| 9 | SOLE DISPOSITIVE POWER | |
| EACH REPORTING | | |

PERSON 16,363,983

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

PN

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CUSIP No. 053332102

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NAME OF REPORTING PERSON

1

ESL Investments, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 20,164,606

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 20,164,606

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

CO

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1 NAME OF REPORTING PERSON
Edward S. Lampert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) p
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF 20,206,018

8 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0

9 EACH REPORTING
SOLE DISPOSITIVE POWER

PERSON 20,206,018

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,206,018

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.6%

TYPE OF REPORTING PERSON

14

IN

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Item 5. Interest in Securities of the Issuer

SIGNATURE

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This Amendment No. 28 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the Shares), of AutoZone, Inc., a Delaware corporation (the Issuer). This Amendment No. 28 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), Acres Partners, L.P., a Delaware limited partnership (Acres), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Investments, Inc., a Delaware corporation (Investments) and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, RBS, Investments and Mr. Lampert are collectively defined in this Amendment as the Filing Persons. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 28 to report that the number of Shares that they may be deemed to beneficially own has decreased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 20,206,018 Shares (which represents approximately 37.6% of the 53,733,813 Shares outstanding as of June 15, 2009, as disclosed in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 18, 2009).

| REPORTING PERSON | NUMBER OF PERCENTAGE | | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|-----------------------------------|---------------------------|--------------------|-------------------|---------------------|------------------------|--------------------------|
| | SHARES BENEFICIALLY OWNED | OUTSTANDING SHARES | | | | |
| ESL Partners, L.P. | 20,206,018(1) | 37.6% | 12,735,004 | 0 | 12,735,004 | 0 |
| ESL Institutional Partners, L.P. | 20,206,018(1) | 37.6% | 67,410 | 0 | 67,410 | 0 |
| ESL Investors, L.L.C. | 20,206,018(1) | 37.6% | 2,820,940 | 0 | 2,820,940 | 0 |
| Acres Partners, L.P. | 20,206,018(1) | 37.6% | 3,182,851 | 0 | 3,182,851 | 0 |
| RBS Investment Management, L.L.C. | 20,206,018(1) | 37.6% | 67,410(2) | 0 | 67,410(2) | 0 |
| RBS Partners, L.P. | 20,206,018(1) | 37.6% | 16,363,983(3) | 0 | 16,363,983(3) | 0 |

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| REPORTING PERSON | NUMBER OF PERCENTAGE | | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|-----------------------|---------------------------|--------------------|-------------------|---------------------|------------------------|--------------------------|
| | BENEFICIALLY OWNED SHARES | OUTSTANDING SHARES | | | | |
| ESL Investments, Inc. | 20,206,018(1) | 37.6% | 20,164,606(4) | 0 | 20,164,606(4) | 0 |
| Edward S. Lampert | 20,206,018(1) | 37.6% | 20,206,018(1) | 0 | 20,206,018(1) | 0 |

- (1) This number consists of 12,735,004 Shares held by Partners, 67,410 Shares held by Institutional, 2,820,940 Shares held in an account established by the investment member of Investors, 3,182,851 Shares held by Acres, 808,039 Shares held by RBS, 550,362 Shares held by Investments, 20,803 Shares held by Mr. Lampert and 20,609 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.

- (2) This number consists of 67,410 Shares held by Institutional.

(3) This number consists of 12,735,004 Shares held by Partners, 2,820,940 Shares held in an account established by the investment member of Investors and 808,039 Shares held by RBS.

(4) This number consists of 12,735,004 Shares held by Partners, 67,410 Shares held by Institutional, 2,820,940 Shares held in an account established by the investment member of Investors, 808,039 Shares held by RBS, 3,182,851 Shares held by Acres and 550,362 Shares held by Investments.

In addition, Mr. Crowley, the President and Chief Operating Officer of Investments and a Director of the Issuer, directly owns 310 Shares and options, which are not exercisable in the next 60 days, to purchase 6,526 Shares.

(c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since June 23, 2009, the date of the last Amendment on Schedule 13D by the Filing Persons.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 17, 2009

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its
general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

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RBS INVESTMENT MANAGEMENT,
L.L.C.

By: ESL Investments, Inc., as its
manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its
general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

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ANNEX A
RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF
AUTOZONE, INC.

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Weighted Average Price per Share |
|---|---------------------|-----------------------|----------------------------------|----------------------------------|
| ESL Partners, L.P. | 7/15/2009 | open market sales | 191,674 | \$ 158.06 |
| ESL Partners, L.P. | 7/15/2009 | open market sales | 8,711 | \$ 159.11 |
| ESL Partners, L.P. | 7/15/2009 | open market sales | 11,146 | \$ 160.22 |
| ESL Partners, L.P. | 7/16/2009 | open market sales | 218,435 | \$ 157.87 |
| ESL Partners, L.P. | 7/17/2009 | open market sales | 131,198 | \$ 157.13 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/15/2009 | open market sales | 42,457 | \$ 158.06 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/15/2009 | open market sales | 1,930 | \$ 159.11 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/15/2009 | open market sales | 2,469 | \$ 160.22 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/16/2009 | open market sales | 48,363 | \$ 157.87 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/17/2009 | open market sales | 29,061 | \$ 157.13 |
| Account established by the investment member of ESL Investors, L.L.C. | 7/15/2009 | open market sales | 1,015 | \$ 158.06 |
| ESL Institutional Partners, L.P. | 7/15/2009 | open market sales | 46 | \$ 159.11 |
| ESL Institutional Partners, L.P. | | market sales | | |

| | | | | |
|----------------------------------|-----------|-------------------------|----|----------|
| ESL Institutional Partners, L.P. | 7/15/2009 | open market sales | 59 | \$160.22 |
|----------------------------------|-----------|-------------------------|----|----------|

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|-------------------------------------|----------------------------|------------------------------|---|---|
| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Weighted Average Price per Share |
| ESL Institutional Partners, L.P. | 7/16/2009 | open market sales | 1,156 | \$157.87 |
| ESL Institutional Partners, L.P. | 7/17/2009 | open market sales | 694 | \$157.13 |
| ESL Investments, Inc. | 7/15/2009 | open market sales | 8,283 | \$158.06 |
| ESL Investments, Inc. | 7/15/2009 | open market sales | 376 | \$159.11 |
| ESL Investments, Inc. | 7/15/2009 | open market sales | 483 | \$160.22 |
| ESL Investments, Inc. | 7/16/2009 | open market sales | 9,436 | \$157.87 |
| ESL Investments, Inc. | 7/17/2009 | open market sales | 5,670 | \$157.13 |
| RBS Partners, L.P. | 7/15/2009 | open market sales | 12,162 | \$158.06 |
| RBS Partners, L.P. | 7/15/2009 | open market sales | 553 | \$159.11 |
| RBS Partners, L.P. | 7/15/2009 | open market sales | 707 | \$160.22 |
| RBS Partners, L.P. | 7/16/2009 | open market sales | 13,853 | \$157.87 |
| RBS Partners, L.P. | 7/17/2009 | open market sales | 8,324 | \$157.13 |
| Edward S. Lampert | 7/15/2009 | open market sales | 313 | \$158.06 |
| Edward S. Lampert | 7/15/2009 | open market sales | 14 | \$159.11 |
| Edward S. Lampert | 7/15/2009 | open market sales | 19 | \$160.22 |
| Edward S. Lampert | 7/16/2009 | open market sales | 357 | \$157.87 |
| Edward S. Lampert | 7/17/2009 | open market sales | 214 | \$157.13 |
| Edward and Kinga Lampert Foundation | 7/15/2009 | open market sales | 310 | \$158.06 |
| Edward and Kinga Lampert Foundation | 7/15/2009 | open market sales | 14 | \$159.11 |
| Edward and Kinga Lampert Foundation | 7/15/2009 | open market sales | 18 | \$160.22 |
| Edward and Kinga Lampert Foundation | 7/16/2009 | open market sales | 353 | \$157.87 |

open market
sales

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| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Weighted Average Price per Share |
|-------------------------------------|----------------------------|------------------------------|---|---|
| Edward and Kinga Lampert Foundation | 7/17/2009 | open market sales | 212 | \$157.13 |