

ESL INVESTMENT MANAGEMENT LLC  
 Form 4  
 January 05, 2007

**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)  
 01/03/2007

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/28/2006                           |  | G <sup>(1)</sup>               | V 18,924 <sup>(2)</sup> D \$ 0                                    | 22,007,176  | I  | By Filing Group                                       |
| Common Stock                    | 12/29/2006                           |  | G <sup>(1)</sup>               | V 386 <sup>(2)</sup> D \$ 0                                       | 22,006,790  | I  | By Filing Group                                       |
| Common Stock                    | 12/28/2006                           |  | G <sup>(1)</sup>               | V 3,017 D \$ 0  | 10,150  | D  |   |
| Common Stock                    | 01/03/2007                           |  | M                              | 3,000 A \$ 71.175   | 13,150  | D  |   |
| Common Stock                    | 01/03/2007                           |  | M                              | 3,000 A \$ 85.1   | 16,150  | D  |   |
|                                 | 01/03/2007                           |  | M                              | 3,000 A   | 19,150  | D  |   |

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|              |            |  |   |       |        |          |        |   |
|--------------|------------|--|---|-------|--------|----------|--------|---|
| Common Stock |            |  |   |       | \$     |          |        |   |
|              |            |  |   |       | 90.455 |          |        |   |
| Common Stock | 01/03/2007 |  | M | 3,000 | A      | \$ 92.22 | 22,150 | D |

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

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**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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 71.175  | 01/03/2007                           |  | M                              | 3,000   | 01/01/2003 01/12/2007                                    | Common Stock  | 3,000                         |                            |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 85.1  | 01/03/2007                           |  | M                              | 3,000   | 01/01/2004 01/12/2007                                    | Common Stock  | 3,000                         |                            |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 90.455  | 01/03/2007                           |  | M                              | 3,000   | 01/01/2005 01/12/2007                                    | Common Stock  | 3,000                         |                            |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 92.22   | 01/03/2007                           |  | M                              | 3,000   | 01/01/2006 01/12/2007                                    | Common Stock  | 3,000                         |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

LAMPERT EDWARD S  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

ESL INVESTMENT MANAGEMENT LLC  
200 GREENWICH AVE  
GREENWICH, CT 06830

X

### Signatures

/s/ Edward S.  
Lampert

01/05/2007

\*\*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 transactions represent charitable contributions.
  - (2) These shares of Common Stock of the Issuer were owned by ESL Investment Management, L.L.C., a Delaware limited liability company of which Edward S. Lampert was the managing member.
  - (3) Granted in accordance with the AutoZone, Inc. 2003 Director Stock Option Plan.

### Remarks:

See Exhibit 99.1 for Joint Filer Information.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein.

Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Mr. Lampert is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

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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