AUTOZONE INC Form SC 13D/A December 12, 2011

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 44)*

| AutoZone, Inc. | |
|--|--------------------------------|
| (Name of Issuer) | |
| Common Stock, par value \$0.01 per share | |
| (Title of Class of Securities) | |
| 053332102 | |
| (CUSIP Number) | |
| | David A. Katz |
| 7 | Wachtell, Lipton, Rosen & Katz |
| | 51 West 52nd Street |

New York, New York 10019

(212) 403-1000

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

| December 9, 2011 | | | |
|------------------|--|--|--|
| | | | |
| | | | |

(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).

1 NAME OF REPORTING PERSON

ESL Partners, L.P.

| 2 | CHECK THE APPRO GROUP | PRIATE BOX I | F A MEMBER OF A | (a) X (b) _ | | | |
|----|--------------------------|--|---------------------|--------------------------------------|--|--|--|
| 3 | SEC USE ONLY | | | () = | | | |
| 4 | SOURCE OF FUNDS | | | | | | |
| | N/A | | | | | | |
| 5 | | CLOSURE OF I | EGAL PROCEEDINGS | IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | |
| _ | 2(e) £ | | | | | | |
| 6 | * / | OR PLACE OF ORGANIZATION | | | | | |
| | Delaware | | | | | | |
| | Beaware | 7 | SOLE VOTING POWER | R | | | |
| | | | 3,893,420 | | | | |
| | | 8 | SHARED VOTING POV | WER | | | |
| | | | _ | | | | |
| N | UMBER OF SHARES | | 0 | | | | |
| | BENEFICIALLY | | | OWEN. | | | |
| | OWNED BY EACH | 9 | SOLE DISPOSITIVE PO | OWER | | | |
| R | EPORTING PERSON | | 2.002.420 | | | | |
| | WITH | 40 | 3,893,420 | E DOWED | | | |
| | | 10 | SHARED DISPOSITIVE | E POWER | | | |
| | | | 0 | | | | |
| 11 | | A CCDEC A TE | | LLV OWNED DV EACH DEDODTING | | | |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | | PERSON | | | | | |
| | | 9,414,138 | | | | | |
| 12 | | | IE TUE ACCDECATE A | MOUNT IN ROW (11) EXCLUDES CERTAIN | | | |
| 14 | | SHARES £ | II' THE AGGREGATE A | MOUNT IN ROW (11) EXCLUDES CERTAIN | | | |
| 13 | | | CI ACC DEDDECENTED | BY AMOUNT IN ROW (11) | | | |
| 13 | | PERCENT OF | CLASS REFRESENTED | OBT AMOUNT IN ROW (11) | | | |
| | | 23.9% | | | | | |
| | | | | | | | |
| 14 | | TYPE OF REP | ORTING PERSON | | | | |
| | | = = 1 | | | | | |

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

| 2 | CHECK THE APPRO | PRIATE BOX I | RIATE BOX IF A MEMBER OF A (a) X (b) _ | | | | | | |
|------------------|--|--------------|--|-------------------------------------|--|--|--|--|--|
| 3 | SEC USE ONLY | | \ | | | | | | |
| 4 | SOURCE OF FUNDS | | | | | | | | |
| | N/A | | | | | | | | |
| 5 | CHECK BOX IF DISC 2(e) £ | CLOSURE OF L | LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | | | | |
| 6 | CITIZENSHIP OR PL | ACE OF ORGA | ANIZATION | | | | | | |
| | Delaware | 7 | SOLE VOTING POWE | ZD. | | | | | |
| | | 1 | SOLE VOTING POWE | CK | | | | | |
| | | | 933 | | | | | | |
| | | 8 | SHARED VOTING PC | WER | | | | | |
| | | | | | | | | | |
| NUMBER OF SHARES | | | 0 | | | | | | |
| | BENEFICIALLY | | | | | | | | |
| | OWNED BY EACH EPORTING PERSON WITH | 9 | SOLE DISPOSITIVE P | OWER | | | | | |
| R) | | | 0.00 | | | | | | |
| | | 10 | 933 | VE DOWED | | | | | |
| | | 10 | SHARED DISPOSITIV | TE POWER | | | | | |
| | | | 0 | | | | | | |
| 11 | | AGGREGATE | | ALLY OWNED BY EACH REPORTING | | | | | |
| | | PERSON | | | | | | | |
| | | | | | | | | | |
| | | 9,414,138 | | | | | | | |
| 12 | | | IF THE AGGREGATE A | AMOUNT IN ROW (11) EXCLUDES CERTAIN | | | | | |
| | | SHARES £ | | | | | | | |
| 13 | | PERCENT OF | CLASS REPRESENTE | D BY AMOUNT IN ROW (11) | | | | | |
| | | 23.9% | | | | | | | |
| | | | 0.000 M | | | | | | |
| 14 | | | ORTING PERSON | | | | | | |
| | | PN | | | | | | | |

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X | | | | | |
|------------------|--|---|------------------------------------|-----------------------|--|--|
| 3 4 5 6 | SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \pounds | | | | | |
| | Delaware | 7 | SOLE VOTING POWER | | | |
| | | 8 | 1,311,775 SHARED VOTING POWER | ₹ | | |
| | NUMBER OF SHARES | | 0 | | | |
| p | BENEFICIALLY OWNED BY EACH EPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POW | ER | | |
| K | ELOKTING LEKSON WITH | 10 | 1,311,775 SHARED DISPOSITIVE PO | OWER | | |
| 11 | | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | NED BY EACH REPORTING | | |
| 12 | | 9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | |
| 13 | | PERCENT OF CLA | SS REPRESENTED BY AMO | OUNT IN ROW (11) | | |
| | | 23.9% | | | | |
| 14 | | TYPE OF REPORTE | ING PERSON | | | |

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Acres Partners, L.P.

| 2 | CHECK THE APPRO | PRIATE BOX I | F A MEMBER OF A (a) X |
|------------------|-------------------------------|---|---|
| | GROUP | | (b) _ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| _ | N/A | ~ | |
| 5 | | CLOSURE OF L | EGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |
| | 2(e) £ | ACE OF ORCA | NICATION |
| 6 | CITIZENSHIP OR PL Delaware | ACE OF ORGA | INIZATION |
| | Delaware | 7 | SOLE VOTING POWER |
| | | | 2,000,000 |
| | | 8 | SHARED VOTING POWER |
| NUMBER OF SHARES | | | 0 |
| | BENEFICIALLY OWNED BY EACH | 9 | SOLE DISPOSITIVE POWER |
| F | REPORTING PERSON | , | SOLL DISTOSTITVL TOWER |
| • | WITH | | 2,000,000 |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | | |
| | | | 0 |
| 11 | | AGGREGATE PERSON | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |
| | | 0.414.120 | |
| 10 | | 9,414,138 | IE THE ACCRECATE AMOUNT IN DOW (11) EVOLUDES |
| 12 | | CERTAIN SH. | IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES |
| 13 | | - | CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 13 | | I LICEIVI OI | CLASS REFRESENTED DT AMOUNT IN ROW (11) |
| | | 23.9% | |
| 14 | | TYPE OF REP | PORTING PERSON |

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

| 2 | GROUP | | ement, L.L.C. RIATE BOX IF A MEMBER OF A (a) X (b) _ | | | | | |
|------------------|--|---|---|--|--|--|--|--|
| 3 | SEC USE ONLY SOURCE OF FUNDS N/A | | | | | | | |
| 5 | 2(e) £ | | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | | | |
| 6 | CITIZENSHIP OR PL | ACE OF ORGA | ANIZATION | | | | | |
| | Delaware | 7 | SOLE VOTING POWER | | | | | |
| | | 8 | 933 SHARED VOTING POWER | | | | | |
| NUMBER OF SHARES | | | 0 | | | | | |
| | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | 10 | 933 SHARED DISPOSITIVE POWER | | | | | |
| 11 | | AGGREGATE PERSON | 0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING | | | | | |
| 12 | | 9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds | | | | | | |
| 13 | | | CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | | 23.9% | | | | | | |
| 14 | | TYPE OF REPOO | PORTING PERSON | | | | | |

CUSIP No. 053332102

Tynan, LLC

1 NAME OF REPORTING PERSON

| 2 | CHECK THE APPRO | PRIATE BOX I | F A MEMBER OF A | (a) X |
|----|-----------------------------|---------------|---------------------|---------------------------------------|
| • | GROUP | | | (b) _ |
| 3 | SEC USE ONLY | | | |
| 4 | SOURCE OF FUNDS | | | |
| _ | N/A | | ECAL DROCEEDINGS | IC DECLUDED DUDGITANT TO ITEM 2(4) OD |
| 5 | | CLOSURE OF L | LEGAL PROCEEDINGS | IS REQUIRED PURSUANT TO ITEM 2(d) OR |
| | 2(e) £ CITIZENSHIP OR PL | A CE OE OD CA | NIZATION | |
| 6 | Delaware | ACE OF ORGA | MNIZATION | |
| | Delaware | 7 | SOLE VOTING POWE | D |
| | | / | SOLE VOTING POWE | K |
| | | | 12,685 | |
| | | 8 | SHARED VOTING PO | W/ED |
| | | O | SHARED VOIING FO | WEK |
| N | UMBER OF SHARES | | 0 | |
| 11 | BENEFICIALLY | | U | |
| | OWNED BY EACH | 9 | SOLE DISPOSITIVE P | OWER |
| | EPORTING PERSON | | SOLL DISTOSITIVE I | OWER |
| 1 | WITH | | 12,685 | |
| | VV 1111 | 10 | SHARED DISPOSITIV | E POWER |
| | | 10 | SIN MED DIST OSTITY | LTO WER |
| | | | 0 | |
| 11 | | AGGREGATE | | LLY OWNED BY EACH REPORTING |
| | | PERSON | | |
| | | | | |
| | | 9,414,138 | | |
| 12 | | CHECK BOX | IF THE AGGREGATE A | MOUNT IN ROW (11) EXCLUDES CERTAIN |
| | | SHARES £ | | |
| 13 | | PERCENT OF | CLASS REPRESENTED | BY AMOUNT IN ROW (11) |
| | | | | |
| | | 23.9% | | |
| | | | | |
| 14 | | | PORTING PERSON | |
| | | OO | | |

CUSIP No. 053332102

RBS Partners, L.P.

1 NAME OF REPORTING PERSON

| | KDS I artifets, L.I. | | | |
|---|----------------------------|---|---------------------|---|
| | 2 CHECK THE APPRO GROUP | PRIATE BOX I | F A MEMBER OF A | (a) X (b) _ |
| | 3 SEC USE ONLY | | | (0) = |
| | 4 SOURCE OF FUNDS | | | |
| ٠ | | | | |
| | N/A | ~ | | VG DEGLYNDED DVD GVA VE EG VEEL (4 (1) OD |
| | | CLOSURE OF L | EGAL PROCEEDINGS | IS REQUIRED PURSUANT TO ITEM 2(d) OR |
| | 2(e) £ | | | |
| (| 6 CITIZENSHIP OR PL | ACE OF ORGA | NIZATION | |
| | Delaware | | | |
| | | 7 | SOLE VOTING POWE | R |
| | | | | |
| | | | 5,205,195 | |
| | | 8 | SHARED VOTING PO | WER |
| | | O | SIT INCLE VOTING TO | WER |
| | NUMBED OF SHADES | | 0 | |
| | NUMBER OF SHARES | | U | |
| | BENEFICIALLY | | | |
| | OWNED BY EACH | 9 | SOLE DISPOSITIVE P | OWER |
| | REPORTING PERSON | | | |
| | WITH | | 5,205,195 | |
| | | 10 | SHARED DISPOSITIV | E POWER |
| | | | | |
| | | | 0 | |
| | 11 | AGGREGATE | AMOUNT BENEFICIA | LLY OWNED BY EACH REPORTING |
| | | PERSON | | |
| | | LINSOIN | | |
| | | 9,414,138 | | |
| | 12 | | | MOUNT IN DOW (11) EVOLUDES CEDTAIN |
| | 12 | | IF THE AGGREGATE A | MOUNT IN ROW (11) EXCLUDES CERTAIN |
| | | SHARES £ | | |
| | 13 | PERCENT OF | CLASS REPRESENTED | D BY AMOUNT IN ROW (11) |
| | | | | |
| | | 23.9% | | |
| | | | | |
| | 14 | TYPE OF REP | ORTING PERSON | |
| | | PN | | |
| | | | | |
| | | | | |

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

| | ESE myestinents, me. | | | |
|---|----------------------------|------------------------|-----------------------|--------------------------------------|
| 2 | 2 CHECK THE APPRO GROUP | PRIATE BOX I | F A MEMBER OF A | (a) X (b) _ |
| , | | | | (0) _ |
| | SEC USE ONLY | | | |
| 4 | 4 SOURCE OF FUNDS | | | |
| | N/A | | | |
| 4 | 5 CHECK BOX IF DISC | CLOSURE OF L | LEGAL PROCEEDINGS | IS REQUIRED PURSUANT TO ITEM 2(d) OR |
| | 2(e) £ | | | |
| (| 6 CITIZENSHIP OR PL | ACE OF ORGA | NIZATION | |
| | Delaware | | | |
| | Beamare | 7 | SOLE VOTING POWE | R |
| | | | 7,206,128 | |
| | | 8 | SHARED VOTING PO | WER |
| | NUMBER OF SHARES | | 0 | |
| | BENEFICIALLY | | | |
| | OWNED BY EACH | 9 | SOLE DISPOSITIVE P | OWER |
| | REPORTING PERSON | | | |
| | WITH | | 7,206,128 | |
| | | 10 | SHARED DISPOSITIV | E POWER |
| | | | 0 | |
|] | 11 | AGGREGATE | AMOUNT BENEFICIA | LLY OWNED BY EACH REPORTING |
| | | PERSON | | |
| | | 0.414.120 | | |
| 1 | 12 | 9,414,138 CHECK BOX | IE THE AGGREGATE A | MOUNT IN ROW (11) EXCLUDES CERTAIN |
| _ | L 2 | SHARES £ | II' THE AGGREGATE A | INOUNT IN ROW (11) EXCLUDES CERTAIN |
| 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | BY AMOUNT IN ROW (11) | |
| | | 23.9% | | |
| | | | | |
|] | 14 | TYPE OF REP | ORTING PERSON | |
| | | CO | | |
| | | | | |

1 NAME OF REPORTING PERSON

Edward S. Lampert

| GROUP 3 SEC USE ONLY 4 SOURCE OF FUNDS N/A 5 CHECK BOX IF DIS 2(e) £ 6 CITIZENSHIP OR PI | S CLOSURE OF I | PRIATE BOX IF A MEMBER OF A (a) X (b) _ CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR ACE OF ORGANIZATION | | | | | |
|--|---|---|--|--|--|--|--|
| United States | 7 | SOLE VOTING POWER | | | | | |
| | 8 | 9,387,016 SHARED VOTING POWER | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 9 | 0 SOLE DISPOSITIVE POWER | | | | | |
| WITH | 10 | 7,864,114 SHARED DISPOSITIVE POWER | | | | | |
| 11 | AGGREGATE PERSON | 0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING | | | | | |
| 12 13 | 9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | | |
| | 23.9% | | | | | | |
| 14 | TYPE OF REI | PORTING PERSON | | | | | |

1 NAME OF REPORTING PERSON

William C. Crowley

| 2 CHECK THE APPRO | OPRIATE BOX I | PRIATE BOX IF A MEMBER OF A (a) X (b) _ | | | | | |
|--|---|--|--|--|--|--|--|
| 3 SEC USE ONLY | 3 SEC USE ONLY 4 SOURCE OF FUNDS | | | | | | |
| 5 CHECK BOX IF DIS 2(e) £ | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF | | | | | | |
| 6 CITIZENSHIP OR P. United States | LACE OF ORGA | ANIZATION | | | | | |
| | 7 | SOLE VOTING POWER | | | | | |
| | 8 | 27,122 SHARED VOTING POWER | | | | | |
| NUMBER OF SHARES | | 0 | | | | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | | | | | |
| WITH | 10 | 19,901 SHARED DISPOSITIVE POWER | | | | | |
| 11 | AGGREGATI PERSON | 0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING | | | | | |
| 12 | 9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ | | | | | | |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | | | |
| | 23.9% | | | | | | |
| 14 | TYPE OF REI | PORTING PERSON | | | | | |

This Amendment No. 44 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. 44 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"), Tynan, LLC, a Delaware limited liability company ("Tynan"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), ESL Investments, Inc., a Delaware corporation ("Investments"), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined 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. 44 to report recent open-market sales of Shares that have decreased the amount of Shares that the Filing Persons may be deemed to beneficially own 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) As of December 9, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 9,414,138 Shares (which represents approximately 23.9% of the 39,322,000 Shares outstanding as of November 19, 2011, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 6, 2011).

| REPORTING PERSON | NUMBER OF SHARES BENEFICIALLY OWNED | Percentage of Outstanding Shares | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|--|--|--|-------------------------|---------------------------|------------------------------|--------------------------------|
| ESL Partners, L.P. | 9,414,138 (1) | 23.9% | 3,893,420 | 0 | 3,893,420 | 0 |
| ESL Institutional Partners, L.P. | 9,414,138 (1) | 23.9% | 933 | 0 | 933 | 0 |

| ESL Investors, L.L.C. | 9,414,138 (1) | 23.9% | 1,311,775 | 0 | 1,311,775 | 0 |
|------------------------------------|---------------------|-------|---------------|---|---------------|---|
| Acres Partners L.P. | 9,414,138 (1) | 23.9% | 2,000,000 | 0 | 2,000,000 | 0 |
| RBS Investment, Management, L.L.C. | nt 9,414,138 (1) | 23.9% | 933 (2) | 0 | 933 (2) | 0 |
| Tynan, LLC | 9,414,138 (1) | 23.9% | 12,685 | 0 | 12,685 | 0 |
| RBS Partners, L.P. | 9,414,138 (1) | 23.9% | 5,205,195 (4) | 0 | 5,205,195 (4) | 0 |
| ESL Investments, Inc. | 9,414,138 (1) | 23.9% | 7,206,128 (5) | 0 | 7,206,128 (5) | 0 |
| Lampert | 9,414,138 (1) | 23.9% | 9,387,016 (6) | 0 | 7,864,114 (3) | 0 |
| William C. Crowley | 9,414,138 (1) | 23.9% | 27,122 (7) | 0 | 19,901 (3) | 0 |

- This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 12,685 Shares held by Tynan, 14,437 Shares held by Mr. Crowley, 2,134,572 Shares held by Mr. Lampert and 46,316 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (2) This number consists of 933 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 3,893,420 Shares held by Partners and 1,311,775 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (6) This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 2,134,572 Shares held by Mr. Lampert and 46,316 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (7) This number consists of 12,685 Shares held by Tynan and 14,437 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 3,000 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 November 3, 2011, the record date of the last Amendment on Schedule 13D by the Filing Persons.
- (d) Not applicable.
- (e) Not applicable.

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.

| and statement is true, complete and correct |
|---|
| Dated: December 9, 2011 |
| 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: <u>/s/ Adrian J. Maizey</u> |
| 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 |
| TYNAN, LLC |
| By: /s/ William C. Crowley Name: William C. Crowley Title: Manager |
| 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 |
| WILLIAM C. CROWLEY |
| /s/ William C. Crowley |

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 | 11/4/2011 | | | • |
| | | Open Market Sales | 41,477 | \$325.11 |
| ESL Partners, L.P. | 12/7/2011 | Open Market Sales | 39,996 | \$334.19 |
| ESL Partners, L.P. | 12/7/2011 | Open Market Sales | 13,629 | \$335.06 |
| ESL Partners, L.P. | 12/7/2011 | Open Market Sales | 251 | \$338.07 |
| ESL Partners, L.P. | 12/8/2011 | Open Market Sales | 28,233 | \$331.39 |
| ESL Partners, L.P. | 12/8/2011 | Open Market Sales | 7,166 | \$332.52 |
| ESL Partners, L.P. | 12/8/2011 | Open Market Sales | 10,844 | \$333.59 |
| ESL Partners, L.P. | 12/8/2011 | Open Market Sales | 111 | \$334.10 |
| ESL Partners, L.P. | 12/9/2011 | Open Market Sales | 150,518 | \$330.25 |
| ESL Partners, L.P. | 12/9/2011 | Open Market Sales | 3,260 | \$331.17 |
| ESL Partners, L.P. | 12/9/2011 | Open Market Sales | 108 | \$332.00 |
| ESL Investors, L.L.C. | 11/4/2011 | Open Market Sales | 13,041 | \$325.11 |
| ESL Investors, L.L.C. | 12/8/2011 | Open Market Sales | 6,796 | \$331.39 |
| ESL Investors, L.L.C. | 12/8/2011 | Open Market Sales | 1,725 | \$332.52 |
| ESL Investors, L.L.C. | 12/8/2011 | Open Market Sales | 2,610 | \$333.59 |
| ESL Investors, L.L.C. | 12/8/2011 | Open Market Sales | 27 | \$334.10 |
| ESL Investors, L.L.C. | 12/9/2011 | Open Market Sales | 47,556 | \$330.25 |
| ESL Investors, L.L.C. | 12/9/2011 | Open Market Sales | 1,030 | \$331.17 |
| ESL Investors, L.L.C. | 12/9/2011 | Open Market Sales | 34 | \$332.00 |
| ESL Institutional | 11/4/2011 | Open Market Sales | | |
| Partners, | | • | | |
| L.P. | | | 10 | \$325.11 |
| ESL Institutional Partners, | 12/7/2011 | Open Market Sales | | |
| L.P. | | | 6 | \$334.19 |
| ESL Institutional Partners, | 12/7/2011 | Open Market Sales | | |
| L.P. | | | 2 | \$335.06 |
| ESL Institutional Partners, | 12/8/2011 | Open Market Sales | | |
| L.P. | | | 6 | \$331.39 |
| ESL Institutional Partners, | 12/8/2011 | Open Market Sales | | |
| L.P. | | | 2 | \$332.52 |
| ESL Institutional Partners, | 12/8/2011 | Open Market Sales | | |
| L.P. | | | 3 | \$333.59 |
| ESL Institutional Partners, | 12/9/2011 | Open Market Sales | | |
| L.P. | | | 35 | \$330.25 |
| ESL Institutional Partners, | 12/9/2011 | Open Market Sales | | |
| L.P. | | | 1 | \$331.17 |
| Edward S. Lampert | 11/4/2011 | Open Market Sales | 21,896 | \$325.11 |
| Edward S. Lampert | 12/7/2011 | Open Market Sales | 8,894 | \$334.19 |
| Edward S. Lampert | 12/7/2011 | Open Market Sales | 3,031 | \$335.06 |

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| Edward S. Lampert | 12/7/2011 | Open Market Sales | 56 | \$338.07 |
|-------------------------|-----------|-------------------|--------|----------|
| Edward S. Lampert | 12/8/2011 | Open Market Sales | 15,332 | \$331.39 |
| Edward S. Lampert | 12/8/2011 | Open Market Sales | 3,891 | \$332.52 |
| Edward S. Lampert | 12/8/2011 | Open Market Sales | 5,889 | \$333.59 |
| Edward S. Lampert | 12/8/2011 | Open Market Sales | 60 | \$334.10 |
| Edward S. Lampert | 12/9/2011 | Open Market Sales | 79,913 | \$330.25 |
| Edward S. Lampert | 12/9/2011 | Open Market Sales | 1,731 | \$331.17 |
| Edward S. Lampert | 12/9/2011 | Open Market Sales | 57 | \$332.00 |
| The Lampert Foundation | 11/4/2011 | Open Market Sales | 482 | \$325.11 |
| The Lampert Foundation | 12/7/2011 | Open Market Sales | 309 | \$334.19 |
| The Lampert Foundation | 12/7/2011 | Open Market Sales | 105 | \$335.06 |
| The Lampert Foundation | 12/7/2011 | Open Market Sales | 2 | \$338.07 |
| The Lampert Foundation | 12/8/2011 | Open Market Sales | 318 | \$331.39 |
| The Lampert Foundation | 12/8/2011 | Open Market Sales | 81 | \$332.52 |
| The Lampert Foundation | 12/8/2011 | Open Market Sales | 122 | \$333.59 |
| The Lampert Foundation | 12/8/2011 | Open Market Sales | 1 | \$334.10 |
| The Lampert Foundation | 12/9/2011 | Open Market Sales | 1,755 | \$330.25 |
| The Lampert Foundation | 12/9/2011 | Open Market Sales | 38 | \$331.17 |
| The Lampert Foundation | 12/9/2011 | Open Market Sales | 1 | \$332.00 |
| Tynan, LLC ¹ | 11/4/2011 | Open Market Sales | 132 | \$325.11 |
| Tynan, LLC ¹ | 12/7/2011 | Open Market Sales | 85 | \$334.19 |
| Tynan, LLC ¹ | 12/7/2011 | Open Market Sales | 29 | \$335.06 |
| Tynan, LLC ¹ | 12/8/2011 | Open Market Sales | 87 | \$331.39 |
| Tynan, LLC ¹ | 12/8/2011 | Open Market Sales | 22 | \$332.52 |
| Tynan, LLC ¹ | 12/8/2011 | Open Market Sales | 33 | \$333.59 |
| Tynan, LLC ¹ | 12/8/2011 | Open Market Sales | 1 | \$334.10 |
| Tynan, LLC ¹ | 12/9/2011 | Open Market Sales | 480 | \$330.25 |
| Tynan, LLC ¹ | 12/9/2011 | Open Market Sales | 11 | \$331.17 |
| | | | | |
| | | | | |

| William C. Crowley ² | 11/4/2011 | Open Market Sales | 79 | \$325.11 |
|---------------------------------|-----------|-------------------|-----|----------|
| William C. Crowley ² | 12/7/2011 | Open Market Sales | 112 | \$334.19 |
| William C. Crowley ² | 12/7/2011 | Open Market Sales | 38 | \$335.06 |
| William C. Crowley ² | 12/7/2011 | Open Market Sales | 1 | \$338.07 |
| William C. Crowley ² | 12/8/2011 | Open Market Sales | 56 | \$331.39 |
| William C. Crowley ² | 12/8/2011 | Open Market Sales | 14 | \$332.52 |
| William C. Crowley ² | 12/8/2011 | Open Market Sales | 22 | \$333.59 |
| William C. Crowley ² | 12/9/2011 | Open Market Sales | 288 | \$330.25 |
| William C. Crowley ² | 12/9/2011 | Open Market Sales | 6 | \$331.17 |

¹ William C. Crowley is the sole manager of and a member of Tynan, LLC.

² These Shares are held in a grantor retained annuity trust, of which William C. Crowley is the trustee.