RBS INVESTMENT MANAGEMENT LLC
Form 4
October 13, 2011

FORM 4

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

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

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).

(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)
10/11/2011

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, par value $0.01 per share	10/11/2011		S		32,020	D	$ 327.96 (1)	5,146,492	I	See Footnotes (2) (3)
Common Stock, par value $0.01 per share	10/11/2011		S		1,003	D	$ 329.17 (4)	5,145,489	I	See Footnotes (2) (3)
Common Stock, par	10/11/2011		S		43	D	$ 331.53	5,145,446	I	See Footnotes

value $0.01 per share								(2) (3)
Common Stock, par value $0.01 per share	10/12/2011	S	41,571	D	$ 328.61 (5)	5,103,875	I	See Footnotes (2) (3)
Common Stock, par value $0.01 per share	10/13/2011	S	22,621	D	$ 327.43 (6)	5,081,254	I	See Footnotes (2) (3)
Common Stock, par value $0.01 per share	10/13/2011	S	2,024	D	$ 328.09 (7)	5,079,230	I	See Footnotes (2) (3)
Common Stock, par value $0.01 per share	10/11/2011	S	20,969	D	$ 327.96 (1)	1,724,828	I	See Footnotes (3) (8)
Common Stock, par value $0.01 per share	10/11/2011	S	657	D	$ 329.17 (4)	1,724,171	I	See Footnotes (3) (8)
Common Stock, par value $0.01 per share	10/11/2011	S	27	D	$ 331.53	1,724,144	I	See Footnotes (3) (8)
Common Stock, par value $0.01 per share	10/12/2011	S	17,329	D	$ 328.61 (5)	1,706,815	I	See Footnotes (3) (8)
Common Stock, par value $0.01 per share	10/13/2011	S	12,816	D	$ 327.43 (6)	1,693,999	I	See Footnotes (3) (8)
Common Stock, par value	10/13/2011	S	1,148	D	$ 328.09 (7)	1,692,851	I	See Footnotes (3) (8)

$0.01 per share								
Common Stock, par value $0.01 per share	10/11/2011	S	10	D	$ 327.96 (1)	1,232	I	See Footnotes (3) (9)
Common Stock, par value $0.01 per share	10/12/2011	S	11	D	$ 328.61 (5)	1,221	I	See Footnotes (3) (9)
Common Stock, par value $0.01 per share	10/13/2011	S	6	D	$ 327.43 (6)	1,215	I	See Footnotes (3) (9)
Common Stock, par value $0.01 per share	10/13/2011	S	1	D	$ 328.09 (7)	1,214	I	See Footnotes (3) (9)
Common Stock, par value $0.01 per share	10/11/2011	S	23,135	D	$ 327.96 (1)	2,834,112	D (3) (10)	
Common Stock, par value $0.01 per share	10/11/2011	S	725	D	$ 329.17 (4)	2,833,387	D (3) (10)	
Common Stock, par value $0.01 per share	10/11/2011	S	30	D	$ 331.53	2,833,357	D (3) (10)	
Common Stock, par value $0.01 per share	10/12/2011	S	26,021	D	$ 328.61 (5)	2,807,336	D (3) (10)	
Common Stock, par value $0.01 per	10/13/2011	S	17,042	D	$ 327.43 (6)	2,790,294	D (3) (10)	

share									
Common Stock, par value $0.01 per share	10/13/2011	S	1,526	D	$ 328.09 (7)	2,788,768	D (3) (10)		
Common Stock, par value $0.01 per share						2,000,000	I		See Footnotes (3) (11)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
		X		

RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830	X	
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830	X	
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVENUE GREENWICH, CT 06830	X	
ESL INVESTORS LLC 200 GREENWICH AVENUE GREENWICH, CT 06830	X	

Signatures

/s/ Edward S. Lampert	10/13/2011
**Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer	10/13/2011
**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	10/13/2011
**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	10/13/2011
**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	10/13/2011
**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	10/13/2011
**Signature of Reporting Person	Date
ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	10/13/2011
**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 $327.50 to $328.36 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"), Institutional, RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of 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.

(4) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from $329.00 to $329.47 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 $328.50 to $329.41 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 $327.00 to $327.97 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) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from $328.00 to $328.50 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.

(8) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").

(9) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").

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

(11) These Shares are held by Acres Partners, L.P. ("Acres").

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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