

RBS INVESTMENT MANAGEMENT LLC

Form 4

January 03, 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)
12/29/2011

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	12/30/2011		J ⁽¹⁾		450,484 ⁽¹⁾	D	\$ 0 ⁽¹⁾ 2,967,719	I	See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽⁴⁾		17,338 ⁽⁴⁾	D	\$ 0 ⁽⁴⁾ 1,156,452	I	See Footnotes (3) (5)
Common Stock, par	12/30/2011		J ⁽⁶⁾		1,156,452 ⁽⁶⁾	D	\$ 0 ⁽⁶⁾ 0	I	See Footnotes

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value								<u>(3)</u> <u>(5)</u>
\$0.01 per share								
Common Stock, par value \$0.01 per share	12/29/2011	<u>J⁽⁷⁾</u>	17,338 <u>(7)</u>	A	<u>\$ 0</u> <u>(7)</u>	17,338	I	See Footnotes <u>(3)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	12/29/2011	<u>J⁽⁹⁾</u>	17,338 <u>(9)</u>	D	<u>\$ 0</u> <u>(9)</u>	0	I	See Footnotes <u>(3)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share						825	I	See Footnotes <u>(3)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share	12/30/2011	<u>J⁽¹¹⁾</u>	1,984,636 <u>(11)</u>	D	<u>\$ 0</u> <u>(11)</u>	0	I	See Footnotes <u>(3)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share						1,895,516	D <u>(3)</u> <u>(13)</u>	
Common Stock, par value \$0.01 per share	12/29/2011	<u>J⁽¹⁴⁾</u>	17,033 <u>(14)</u>	A	<u>\$ 0</u> <u>(14)</u>	1,912,549	D <u>(3)</u> <u>(13)</u>	
Common Stock, par value \$0.01 per share	12/30/2011	<u>J⁽¹⁵⁾</u>	32 <u>(15)</u>	A	<u>\$ 0</u> <u>(15)</u>	1,912,581	D <u>(3)</u> <u>(13)</u>	
Common Stock, par value \$0.01 per share	12/30/2011	<u>J⁽¹⁶⁾</u>	32 <u>(16)</u>	A	<u>\$ 0</u> <u>(16)</u>	32	I	See Footnotes <u>(3)</u> <u>(17)</u>
Common Stock, par value	12/30/2011	<u>J⁽¹⁸⁾</u>	32 <u>(18)</u>	D	<u>\$ 0</u> <u>(18)</u>	0	I	See Footnotes <u>(3)</u> <u>(17)</u>

\$0.01 per share

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

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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 INVESTORS LLC 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 X
GREENWICH, CT 06830

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

Signatures

/s/ Edward S. Lampert	01/03/2012
__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	01/03/2012
__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	01/03/2012
__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	01/03/2012
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer	01/03/2012
__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	01/03/2012
__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	01/03/2012
__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) ESL Partners, L.P. ("Partners") distributed these shares of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), on a pro rata basis to limited partners that elected in 2011 to redeem all or a portion of their interest in Partners.
- (2) These Shares are held by Partners.
- (3) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, 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) ESL Investors, L.L.C. ("Investors") distributed these Shares on a pro rata basis to the managing member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- (5) These Shares are held in an account established by the investment member of Investors.

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- (6) Investors distributed these Shares on a pro rata basis to the investment member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- (7) RBS Partners, L.P. ("RBS"), the managing member of Investors, acquired these Shares in a pro rata distribution from Investors in connection with the restructuring of Investors and the termination of its pecuniary interest in the Shares held by Investors.
- (8) These Shares are held by RBS.
- (9) RBS distributed these Shares, which were received in connection with the termination of its pecuniary interest in the Shares held by Investors, on a pro rata basis to its partners.
- (10) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (11) Acres Partners, L.P. ("Acres") distributed these Shares on a pro rata basis to its partners. Following these distributions, Acres will no longer be a Reporting Person.
- (12) These Shares are held by Acres.
- (13) These Shares are held by Edward S. Lampert.
- (14) These Shares were received in a pro rata distribution from RBS to its partners.
- (15) These Shares were received in a pro rata distribution from Investments to its shareholders.
- (16) These Shares were received in a pro rata distribution from Acres to its partners.
- (17) These Shares are held by Investments.
- (18) Investments distributed these Shares on a pro rata basis to its shareholders.

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 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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