

LAMPERT EDWARD S  
Form 4  
October 20, 2008

**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

2. Issuer Name and Ticker or Trading Symbol  
AUTOZONE INC [AZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 GREENWICH AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/16/2008

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 | 10/16/2008                           |  | P                              |   | 62,600  | A  | \$ 99.37<br>(2)                                       | 13,514,668 | I | See Footnotes (1) (9) |
| Common Stock, par value \$0.01 per share | 10/17/2008                           |  | P                              |   | 500   | A  | \$ 104.95<br>(3)                                      | 13,515,168 | I | See Footnotes (1) (9) |
| Common Stock, par                        |                                      |  |                                |   |   |  |   | 3,003,476  | I | See Footnotes         |

|  |  |  |  |           |  |           |  |                             |
|--|--|--|--|-----------|--|-----------|--|-----------------------------|
| value<br>\$0.01 per<br>share                         |  |  |  |           |  |           |  | (4) (9)                     |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 71,771    |  | I         |  | See<br>Footnotes<br>(5) (9) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 5,875,557 |  | I         |  | See<br>Footnotes<br>(6) (9) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 860,325   |  | I         |  | See<br>Footnotes<br>(7) (9) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 22,150    |  | D (8) (9) |  |                             |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAMPERT EDWARD S<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830     |               | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| ESL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |

## Signatures

/s/ Edward S. Lampert (See signatures of Reporting Persons as Exhibit 99.1)

10/20/2008

\_\_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 shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").  
This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$99.00 to \$99.50 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 purchased at each price.
  - (2) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$104.90 to \$104.99 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 purchased at each price.
  - (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
  - (4) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
  - (5) These Shares are held by Acres Partners, L.P. ("Acres").
  - (6) These Shares are held by RBS Partners, L.P. ("RBS").
  - (7) These Shares are held by Edward S. Lampert.
  - (8) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("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.

### 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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