

Edgar Filing: ESL INSTITUTIONAL PARTNERS LP - Form 4

value					<u>(1)</u>			<u>(4)</u> <u>(9)</u>
\$0.01 per share								
Common Stock, par value	07/17/2009	S	8,324	D	\$ 157.13	808,039	I	See Footnotes <u>(5)</u> <u>(9)</u>
\$0.01 per share					<u>(1)</u>			
Common Stock, par value	07/17/2009	S	214	D	\$ 157.13	20,803	D <u>(6)</u> <u>(9)</u>	
\$0.01 per share					<u>(1)</u>			
Common Stock, par value	07/17/2009	S	5,670	D	\$ 157.13	550,362	I	See Footnotes <u>(7)</u> <u>(9)</u>
\$0.01 per share					<u>(1)</u>			
Common Stock, par value						3,182,851	I	See Footnotes <u>(8)</u> <u>(9)</u>
\$0.01 per share								

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Nu Deriv Secur Bene Own 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		
ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 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		
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

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

07/17/2009

__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, par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$157.00 to \$157.87 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, AutoZone, Inc. (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) 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 RBS Partners, L.P. ("RBS").
 - (6) These Shares are held by Edward S. Lampert.
 - (7) These Shares are held by ESL Investments, Inc. ("Investments").

Edgar Filing: ESL INSTITUTIONAL PARTNERS LP - Form 4

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

This Form 4 is filed on behalf of Mr. Lampert, Investments, RBS, Partners, Investors, Institutional and RBSIM. RBS is the general

- (9) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.