

Edgar Filing: AUTOZONE INC - Form SC 13D/A

AUTOZONE INC
Form SC 13D/A
December 27, 2001

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

SCHEDULE 13D
(AMENDMENT NO. 14)

Under the Securities Exchange Act of 1934

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

053332-10-2

(CUSIP Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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

December 26, 2001

(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 Sections 240.13d-1(e), (f) or (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 Section 240.13d-7(b) 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).

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SCHEDULE 13D

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Partners, L.P.
22-2875193

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES 12,338,984
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
0
9 SOLE DISPOSITIVE POWER
12,338,984
10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

N/A

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91%(1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,985,290

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER

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2,985,290

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91%(1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited partnership
06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF SHARES			443,272
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			443,272
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91%(1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investors, L.L.C., a Delaware limited liability company
13-4095958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	1,521,365
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	1,521,365
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES []
CERTAIN SHARES

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q

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for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Acres Partners, L.P., a Delaware limited partnership
06-1458694

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 7,526,599
BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

7,526,599

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91%(1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marion Partners, L.P., a Delaware limited partnership
06-1527654

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 224,840

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SHARES	-----		
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH	0		
REPORTING			
PERSON	9	SOLE DISPOSITIVE POWER	
WITH			
	224,840		
	10	SHARED DISPOSITIVE POWER	
	0		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Blue Macaw Partners, L.P., a Delaware limited partnership
06-1573985

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER	
NUMBER OF			488,350
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			488,350
WITH			
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 23.91%(1)

14 TYPE OF REPORTING PERSON
 PN

(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

CUSIP No. 053332-10-2

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward S. Lampert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER	
NUMBER OF			2,489
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			2,489
WITH			
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,189

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.91%(1)

14 TYPE OF REPORTING PERSON

IN

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(1) Based on 106,782,726 shares of common stock issued and outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001.

This Amendment No. 14 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D (as previously amended) filed by ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, LLC, a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), Marion Partners, L.P., a Delaware limited partnership ("Marion"), Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw") and Edward S. Lampert, a U.S. citizen ("Mr. Lampert"), by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D previously filed with the Securities and Exchange Commission.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended as follows:

From December 19, 2001, through December 26, 2001, the Filing Persons sold 2,310,200 Shares in the aggregate in accordance with the exemption from the registration requirements of the Securities Act of 1933, as amended (the "1933 Act"), provided by Rule 144 ("Rule 144"). Following these transactions, the Filing Persons continue to hold 25,531,189 Shares which is approximately 23.91% of the shares outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001. Following these transactions, the Filing Persons are currently entitled to vote 17,164,683 shares or 16.07% of the shares which were reported as outstanding as of December 14, 2001.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

(a) Pursuant to that certain Joint Filing Agreement, entered into by and among the Filing Persons, dated as of January 29, 2001 (incorporated herein by reference to Exhibit 1 to Amendment No. 7 to Schedule 13D, filed on January 29, 2001), each of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert may be deemed to beneficially own 25,531,189 Shares (which is approximately 23.91% of the Shares outstanding as of December 14, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 17, 2001, filed with the SEC on December 18, 2001).

(b)

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	Sole Voting Power	Shared Voting Power	Sole Dispositive Power
	-----	-----	-----
ESL Partners, L.P.	12,338,984	0	12,338,984
ESL Limited	2,985,290	0	2,985,290
ESL Institutional Partners, L.P.	443,272	0	443,272
ESL Investors, L.L.C.	1,521,365	0	1,521,365
Acres Partners, L.P.	7,526,599	0	7,526,599
Marion Partners, L.P.	224,840	0	224,840
Blue Macaw Partners, L. P.	488,350	0	488,350
Edward S. Lampert	2,489	0	2,489

(c) Since the most recent filing on Schedule 13D, there have been no transactions in the Shares by any of the Filing Persons, other than as set forth in this Item 5 and in Schedule A attached hereto and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

Date: December 27, 2001

ESL PARTNERS, L.P.

By: RBS Partners, L.P.,
its general partner

By: ESL Investments, Inc.,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

ESL LIMITED

By: ESL Investment Management, LLC,
its investment manager

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,

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its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P.,
its manager

By: ESL Investments, Inc.,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

ACRES PARTNERS, L.P.

By: ESL Investments, Inc.,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

MARION PARTNERS, L.P.

By: ESL Investments, Inc.,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc.,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

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/s/ Edward S. Lampert

EDWARD S. LAMPERT

SCHEDULE A

TRANSACTIONS IN THE SHARES IN THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING OF SCHEDULE 13D

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL WERE:

Date of Sale	Shares Sold	Price Per Share
-----	-----	-----
12/19/01	6,385	\$ 74.710
12/20/01	138,722	75.076
12/21/01	19,341	73.758
12/24/01	1,208	74.590
12/26/01	794,113	73.021

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY LIMITED WERE:

Date of Sale	Shares Sold	Price Per Share
-----	-----	-----
12/19/01	496	\$ 74.710
12/20/01	22,223	75.076
12/21/01	3,171	73.758
12/24/01	209	74.590

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL WERE:

Date of Sale	Shares Sold	Price Per Share
-----	-----	-----
12/19/01	143	\$ 74.710
12/20/01	3,989	75.076
12/21/01	528	73.758
12/24/01	58	74.590

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IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ACRES WERE:

Date of Sale -----	Shares Sold -----	Price Per Share -----
12/19/01	2,976	\$ 74.710
12/20/01	69,866	75.076
12/21/01	9,760	73.758
12/24/01	625	74.590
12/26/01	336,387	73.021

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY MARION WERE:

Date of Sale -----	Shares Sold -----	Price Per Share -----
12/26/01	900,000	\$ 73.021