

AUTOZONE INC
Form SC 13D/A
July 26, 2010

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 31)***

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

David A. Katz

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

July 22, 2010

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(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 §240.13d-7 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).

Page 1 of 17 Pages

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Partners, L.P.

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

8,286,805

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER

0

OWNED BY EACH REPORTING PERSON

8,286,805

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,789

8 SHARED VOTING POWER

NUMBER OF SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

1,789

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
 PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

(a)

(b)

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,473,219

8 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY

0

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING PERSON

2,473,219

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

36.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Acres Partners, L.P.

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,000,000

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

2,000,000

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

RBS Investment Management, L.L.C.

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,789

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

1,789

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Tynan, LLC

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

24,251

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

24,251

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

RBS Partners, L.P.

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

10,760,024

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

10,760,024

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

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

3 SEC USE ONLY**4** SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

12,761,813

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

12,761,813

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

36.0%

14 TYPE OF REPORTING PERSON
CO

CUSIP No. 053332102

1 NAME OF REPORTING 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

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

16,884,211

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

14,022,632

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

William C. Crowley

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

41,097

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

9 SOLE DISPOSITIVE POWER

24,251

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,925,308

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

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

36.0%

14 TYPE OF REPORTING PERSON IN

This Amendment No. 31 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the "Shares"), of AutoZone, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 31 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), Acres Partners, L.P., a Delaware limited partnership (Acres), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), Tynan, LLC, a Delaware limited liability company (Tynan), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Investments, Inc., a Delaware corporation (Investments), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined as the Filing Persons. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 31 to report recent open-market sales of Shares that have decreased the amount of Shares that that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As of July 23, 2010, the Filing Persons may be deemed to beneficially own an aggregate of 16,925,308 Shares (which represents approximately 36.0% of the 47,010,595 Shares outstanding as of June 11, 2010, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 16, 2010).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	Percentage of Outstanding Shares	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	16,925,308 (1)	36.0%	8,286,805	0	8,286,805	0
ESL Institutional Partners, L.P.	16,925,308 (1)	36.0%	1,789	0	1,789	0
ESL Investors, L.L.C.	16,925,308 (1)		2,473,219	0	2,473,219	0

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		36.0%				
Acres Partners, L.P.	16,925,308 (1)	36.0%	2,000,000	0	2,000,000	0
RBS Investment Management, L.L.C.	16,925,308 (1)	36.0%	1,789 (2)	0	1,789 (2)	0
Tynan, LLC	16,925,308 (1)	36.0%	24,251	0	24,251	0
RBS Partners, L.P.	16,925,308 (1)	36.0%	10,760,024 (3)	0	10,760,024 (3)	0
ESL Investments, Inc.	16,925,308 (1)	36.0%	12,761,813 (4)	0	12,761,813 (4)	0
Edward S. Lampert	16,925,308 (1)	36.0%	16,884,211 (5)	0	14,022,632 (6)	0
William C. Crowley	16,925,308 (1)	36.0%	41,097 (7)	0	24,251 (6)	0

- (1) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 24,251 Shares held by Tynan, 16,846 shares held by Mr. Crowley, 4,104,329 Shares held by Mr. Lampert and 18,069 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.
- (2) This number consists of 1,789 Shares held by Institutional.
- (3) This number consists of 8,286,805 Shares held by Partners and 2,473,219 Shares held in an account established by the investment member of Investors.
- (4) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (5) This number consists of 8,286,805 Shares held by Partners, 1,789 Shares held by Institutional, 2,473,219 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 4,104,329 Shares held by Mr. Lampert and 18,069 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.
- (6) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (7) This number consists of 24,251 Shares held by Tynan and 16,846 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 9,526 Shares.

- (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since June 30, 2010, the date of the last Amendment on Schedule 13D by the Filing Persons.
 - (d) Not applicable.
 - (e) Not applicable.
-

SIGNATURE

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

Dated: July 23, 2010

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Manager

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

ANNEX A

Recent Transactions by the Filing Persons in the Securities of AutoZONE, Inc.

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share (\$)
ESL Partners, L.P.	7/14/2010	Open Market Sales	68,624	205.00
ESL Partners, L.P.	7/15/2010	Open Market Sales	94,277	205.03
ESL Partners, L.P.	7/21/2010	Open Market Sales	25,374	207.56
ESL Partners, L.P.	7/22/2010	Open Market Sales	161,046	207.18
ESL Partners, L.P.	7/23/2010	Open Market Sales	247,368	207.05
Account established by the investment member of ESL Investors, L.L.C.	7/14/2010	Open Market Sales		
			20,481	205.00
Account established by the investment member of ESL Investors, L.L.C.	7/15/2010	Open Market Sales		
			28,137	205.03
Account established by the investment member of ESL Investors, L.L.C.	7/21/2010	Open Market Sales		
			7,573	207.56
Account established by the investment member of ESL Investors, L.L.C.	7/22/2010	Open Market Sales		
			48,064	207.18
Account established by the investment member of ESL Investors, L.L.C.	7/23/2010	Open Market Sales		
			73,828	207.05
ESL Institutional Partners, L.P.	7/14/2010	Open Market Sales	15	205.00
ESL Institutional Partners, L.P.	7/15/2010	Open Market Sales	20	205.03
ESL Institutional Partners, L.P.	7/21/2010	Open Market Sales	5	207.56
ESL Institutional Partners, L.P.	7/22/2010	Open Market Sales	35	207.18
ESL Institutional Partners, L.P.	7/23/2010	Open Market Sales	53	207.05
Edward S. Lampert	7/14/2010	Open Market Sales	33,989	205.00
Edward S. Lampert	7/15/2010	Open Market Sales	46,693	205.03
Edward S. Lampert.	7/21/2010	Open Market Sales	12,567	207.56
Edward S. Lampert	7/22/2010	Open Market Sales	79,764	207.18
Edward S. Lampert	7/23/2010	Open Market Sales	122,518	207.05
Edward & Kinga Lampert Foundation	7/14/2010	Open Market Sales		
			150	205.00
Edward & Kinga Lampert Foundation	7/15/2010	Open Market Sales		
			206	205.03
Edward & Kinga Lampert Foundation	7/21/2010	Open Market Sales		
			55	207.56

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Edward & Kinga Lampert Foundation	7/22/2010	Open Market Sales	351	207.18
Edward & Kinga Lampert Foundation	7/23/2010	Open Market Sales	539	207.05

Tynan, LLC ¹	7/14/2010	Open Market Sales	201	205.00
Tynan, LLC ¹	7/15/2010	Open Market Sales	276	205.03
Tynan, LLC ¹	7/21/2010	Open Market Sales	74	207.56
Tynan, LLC ¹	7/22/2010	Open Market Sales	471	207.18
Tynan, LLC ¹	7/23/2010	Open Market Sales	724	207.05
William C. Crowley	7/14/2010	Open Market Sales	140	205.00
William C. Crowley	7/15/2010	Open Market Sales	192	205.03
William C. Crowley	7/21/2010	Open Market Sales	52	207.56
William C. Crowley	7/22/2010	Open Market Sales	327	207.18
William C. Crowley	7/23/2010	Open Market Sales	503	207.05

[1] William C. Crowley is the sole manager of and a member of Tynan, LLC
