

AUTOZONE INC
Form 4
June 02, 2010

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 *
CROWLEY WILLIAM C

(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)
06/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock, par value \$0.01 per share	06/01/2010		S	68 D	\$ 193.86	15,970 I	See Footnotes (2) (3) (4) (6)
Common Stock, par value \$0.01 per share	06/02/2010		J ⁽¹⁾	18,060 A	\$ 0 ⁽¹⁾	34,030 I	See Footnotes (2) (3) (4) (6)
Common Stock, par value \$0.01 per share	06/02/2010		S	318 D	\$ 192.14	33,712 I	See Footnotes

value									(2) (3) (4) (6)
\$0.01 per share									
Common Stock, par value \$0.01 per share	06/02/2010	J ⁽⁵⁾	10,345	A	\$ 0 ⁽⁵⁾	44,057	I	See Footnotes (2) (3) (4) (6)	

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 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. 6)
				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
CROWLEY WILLIAM C 200 GREENWICH AVENUE GREENWICH, CT 06830	X	X		

Signatures

/s/ WILLIAM C.
CROWLEY 06/02/2010

**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) As part of an internal restructuring by the Reporting Persons that occurred on June 2, 2010, ESL Partners, L.P. ("Partners") distributed these shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone, Inc. (the "Issuer") to its general partner, RBS Partners, L.P. ("RBS"). RBS then immediately distributed 2,257,761 of these Shares to Edward S. Lampert and 18,060 of these Shares to William C. Crowley. Mr. Lampert and Mr. Crowley are parties to an agreement with Partners that generally requires Mr. Lampert and Mr. Crowley to sell these Shares received, and to make certain purchases of additional Shares of the Issuer, on a pro rata basis with Partners, at the same time and on substantially the same economic terms and conditions (subject to certain legal, tax, accounting or regulatory con-siderations).
- (2) The internal restructuring transactions described herein will result in direct ownership by Mr. Lampert and Mr. Crowley of a portion of their respective indirect ownership interests in the Issuer. Specifically, Partners is making a partial distribution to RBS based on RBS's pro rata share of the assets of Partners. Of that distribution, a portion of the Shares indirectly owned by Mr. Lampert will initially be retained by ESL Partners and, upon expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Approval"), will be distributed to RBS, which in turn will make a distribution to Mr. Lampert. Filing for HSR Approval is expected to be made shortly.
- (3) As a result of this internal restructuring, described in footnote 1 above and footnote 5 below, both after the distribution of Shares reflected in this filing, and after the additional distribution of Shares to Mr. Lampert upon receiving HSR Approval, the combined direct and indirect ownership of Mr. Lampert and Mr. Crowley in the Issuer, and the pecuniary interest of each of Mr. Lampert and Mr. Crowley in the Issuer, will not change
- (4) These Shares are held by Tynan, LLC, ("Tynan") a limited liability company of which Mr. Crowley is the sole member.
- (5) These Shares were distributed by ESL Investments, Inc. ("Investments") to Mr. Lampert and Mr. Crowley. As a result of this transaction, Mr. Crowley directly holds Shares in which he previously held an indirect interest.
- (6) This Form 4 is filed on behalf of Mr. Crowley. Mr. Crowley is the President and Chief Operating Officer of Investments, which together with various of its affiliates beneficially owns securities of the Issuer. Mr. Crowley disclaims beneficial ownership of all securities of the Issuer beneficially owned by Investments and Mr. Lampert. Mr. Lampert is separately filing a Statement of Changes in Beneficial Ownership on Form 4 in connection with these transactions and disclaims beneficial ownership of all securities beneficially owned by Mr. Crowley.

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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