AUTOZONE INC Form SC 13D/A October 19, 2011

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 41)*

AutoZone, Inc.	
(Name of Issuer)	
Common Stock, par value \$0.01 per share	e
(Title of Class of Securities)	
053332102	
(CUSIP Number)	
	David A. Katz
	Wachtell, Lipton, Rosen & Katz
	51 West 52nd Street
	New York, New York 10019

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

(212) 403-1000

October 18, 2011			

(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

1 NAME OF REPORTING PERSON

ESL Partners, L.P.

14

2	CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A (a) X (b) _	
3	SEC USE ONLY		(0) _	
4	SOURCE OF FUNDS			
7	N/A			
5		CI OSLIDE OE I	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e) £	CLOSUKE OF L	CEGAL I ROCCEEDINGS IS REQUIRED I ORSOANT TO TIEW 2(u) OR	
6	CITIZENSHIP OR PL	ACE OF OPGA	ANIZATION	
U	Delaware	ACE OF ORGA	MNIZATION	
	Delaware	7	SOLE VOTING POWER	
			4,817,219	
		8	SHARED VOTING POWER	
N	IUMBER OF SHARES BENEFICIALLY		0	
F	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		4,817,219	
		10	SHARED DISPOSITIVE POWER	
			0	
11		AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
		11,133,034		
12			IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
13		SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		27.8%		

TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

27.8%

PN

TYPE OF REPORTING PERSON

14

2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) X GROUP (b) _ SEC USE ONLY SOURCE OF FUNDS N/A				
5		CLOSURE OF I	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PI Delaware	LACE OF ORGA	ANIZATION		
	Delaware	7	SOLE VOTING POWER		
		8	1,151 SHARED VOTING POWER		
N	UMBER OF SHARES BENEFICIALLY		0		
	OWNED BY EACH EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
WITH		10	1,151 SHARED DISPOSITIVE POWER		
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING		
12	11,133,034 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER SHARES £				
13	~ · · · · · · · · · · · · · · · · · · ·				

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) $_$ SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £ CITIZENSHIP OR PLACE OF ORGANIZATION				
7	SOLE VOTING POWER			
8	1,602,798 SHARED VOTING POWER			
9	0 SOLE DISPOSITIVE POWER			
10	1,602,798 SHARED DISPOSITIVE POWER			
0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11,133,034 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
27.8% TYPE OF REPORTING PERSON OO				
	URE OF LEGAL PROOF ORGANIZATION 7 8 9 10 AGGREGATE AMOPERSON 11,133,034 CHECK BOX IF THE CERTAIN SHARES PERCENT OF CLA 27.8% TYPE OF REPORTION			

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CUSIP No. 053332102

13

1 NAME OF REPORTING PERSON

Acres Partners, L.P.

	Acres Partners, L.P.			
2	CHECK THE APPRO GROUP SEC USE ONLY	PRIATE BOX II		(a) X (b) _
4	SOURCE OF FUNDS N/A			
5	CHECK BOX IF DISC 2(e) £	CLOSURE OF L	EGAL PROCEEDINGS IS	S REQUIRED PURSUANT TO ITEM 2(d) OR
6	CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	Delaware	7	SOLE VOTING POWER	8
		8	2,000,000 SHARED VOTING POW	VER
1	NUMBER OF SHARES BENEFICIALLY		0	
I	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE PC	OWER
	WITH	10	2,000,000 SHARED DISPOSITIVE	POWER
11		AGGREGATE PERSON	0 AMOUNT BENEFICIAL	LY OWNED BY EACH REPORTING
12		11,133,034 CHECK BOX	IF THE AGGREGATE AM	MOUNT IN ROW (11) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.8%

CERTAIN SHARES £

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

2 3 4 5	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISC 2(e) £	PRIATE BOX IF A MEMBER OF A (a) X (b) _			
	Belaware	7	SOLE VOTING POWER		
		8	1,151 SHARED VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0		
		9	SOLE DISPOSITIVE POWER		
	WITH	10	1,151 SHARED DISPOSITIVE POWER		
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING		
12		11,133,034 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds			
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		27.8%			
14 TYPE OF REPORTING PERSON OO		PORTING PERSON			

1 NAME OF REPORTING PERSON

2	Tynan, LLC CHECK THE APPRO GROUP	PRIATE BOX IF A MEMBER OF A (a) X (b) _				
3 4	SEC USE ONLY SOURCE OF FUNDS		(0) _			
5	N/A CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
6	2(e) £ CITIZENSHIP OR PL	ACE OF ORGA	ANIZATION			
	Delaware	7	SOLE VOTING POWER			
NUMBER OF SHARES		8	15,635 SHARED VOTING POWER			
			0			
г	BENEFICIALLY OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
REPORTING PERSON WITH	10	15,635 SHARED DISPOSITIVE POWER				
11		0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12		11,133,034 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13						
		27.8%				
14		TYPE OF REPORTING PERSON OO				

RBS Partners, L.P.

1 NAME OF REPORTING PERSON

	KDS I aluicis, L.I.					
2	2 CHECK THE APPRO GROUP	PRIATE BOX I		(a) X (b) _		
1	3 SEC USE ONLY					
	4 SOURCE OF FUNDS					
•		1				
	N/A	ar o arree o e r				
		CLOSURE OF L	LEGAL PROCEEDINGS I	S REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e) £					
(6 CITIZENSHIP OR PL	LACE OF ORGA	ANIZATION			
	Delaware					
		7	SOLE VOTING POWER	₹		
			6,420,017			
		8	SHARED VOTING POV	WED		
		U	SIN MED VOTINGTOV	VER		
	NHIMBED OF CHAREC		0			
	NUMBER OF SHARES		U			
	BENEFICIALLY					
	OWNED BY EACH	9	SOLE DISPOSITIVE PO	OWER		
	REPORTING PERSON					
	WITH		6,420,017			
		10	SHARED DISPOSITIVE	E POWER		
			0			
	11	AGGREGATE	E AMOUNT BENEFICIAL	LLY OWNED BY EACH REPORTING		
		PERSON				
		LIGOT				
		11,133,034				
	12		IE THE ACCRECATE AN	MOUNT IN DOW (11) EVOLUDES CEDTAIN		
-	12		IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN		
		SHARES £				
-	13	PERCENT OF	CLASS REPRESENTED	BY AMOUNT IN ROW (11)		
		27.8%				
-	14	TYPE OF REP	PORTING PERSON			
		PN				

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

	Lot investments, me.				
2	CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A	(a) X (b) _	
3	SEC USE ONLY			(0) _	
	SOURCE OF FUNDS				
4					
_	N/A				
5		CLOSURE OF L	EGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e) £				
6	CITIZENSHIP OR PL	ACE OF ORGA	NIZATION		
	Delaware				
		7	SOLE VOTING POWE	ER	
			8,421,168		
		8	SHARED VOTING PO	OWER	
	AN OPEN OF SHAPES		0		
N	UMBER OF SHARES		0		
	BENEFICIALLY				
	OWNED BY EACH	9	SOLE DISPOSITIVE F	POWER	
R	EPORTING PERSON				
	WITH		8,421,168		
		10	SHARED DISPOSITIV	E POWER	
			0		
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING			
		PERSON			
		11,133,034			
12			IF THE AGGREGATE	AMOUNT IN ROW (11) FXCLUDES CERTAIN	
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT. SHARES \pounds			
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
		1 Ditte Division			
		27.8%			
14		TYPE OF REP	ORTING PERSON		
		CO			

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CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Edward S. Lampert

2	CHECK THE APPRO GROUP	K THE APPROPRIATE BOX IF A MEMBER OF A (a) X (b) _			
3	SEC USE ONLY		(-) _		
4	SOURCE OF FUNDS				
•	N/A				
5	CHECK BOX IF DISC	CLOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
,	2(e) £	A CE OE OD CA	NUZATION		
6	CITIZENSHIP OR PL	ACE OF ORGA	INIZATION		
	United States	7	SOLE VOTING POWER		
			11,104,095		
		8	SHARED VOTING POWER		
N	NUMBER OF SHARES		0		
	BENEFICIALLY OWNED BY EACH	9	COLE DISPOSITIVE DOWED		
т	REPORTING PERSON	9	SOLE DISPOSITIVE POWER		
Г	WITH		9,232,118		
	WIIП	10	SHARED DISPOSITIVE POWER		
		10	SHARED DISPOSITIVE FOWER		
			0		
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
		11 122 024			
12		11,133,034	IE THE ACCRECATE AMOUNT IN DOW (11) EVOLUDES		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £			
12		-			
13		PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		27.8%			
14		TYPE OF REPORTING PERSON IN			
		TT 4			

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CUSIP No. 053332102

1 NAME OF REPORTING PERSON

William C. Crowley

2	CHECK THE APPROD	PRIATE BOX IF	RIATE BOX IF A MEMBER OF A (a) X (b) _				
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
	N/A						
5	CHECK BOX IF DISC	CLOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e) £						
6	CITIZENSHIP OR PL	ACE OF ORGA	NIZATION				
	United States	7	SOLE VOTING POWER				
			28,939				
		8	SHARED VOTING POWER				
N	UMBER OF SHARES		0				
	BENEFICIALLY						
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER				
R	EPORTING PERSON		10.051				
	WITH	10	19,851 SHARED DISPOSITIVE POWER				
		10	SHARED DISPOSITIVE POWER				
			0				
11		AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING				
		PERSON					
		11,133,034					
12			IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
		CERTAIN SHA					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		27.8%					
14		TYPE OF REP	ORTING PERSON				
IN IN			ORTHO LEGOT				

This Amendment No. 41 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. 41 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. 41 to report recent open-market sales of Shares that have decreased the amount of Shares 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 October 18, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 11,133,034 Shares (which represents approximately 27.8% of the 40,114,000 Shares outstanding as of August 27, 2011, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 20, 2011).

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.	11,133,034 (1)	27.8%	4,817,219	0	4,817,219	0
ESL Institutional Partners, L.P.	11,133,034 (1)	27.8%	1,151	0	1,151	0

ESL Investors, L.L.C.	11,133,034 (1)	27.8%	1,602,798	0	1,602,798	0
Acres Partners, L.P.	11,133,034 (1)	27.8%	2,000,000	0	2,000,000	0
RBS Investmer Management, L.L.C.	nt 11,133,034 (1)	27.8%	1,151 (2)	0	1,151 (2)	0
Tynan, LLC	11,133,034 (1)	27.8%	15,635	0	15,635	0
RBS Partners, L.P.	11,133,034 (1)	27.8%	6,420,017 (4)	0	6,420,017 (4)	0
ESL Investments, Inc.	11,133,034 (1)	27.8%	8,421,168 (5)	0	8,421,168 (5)	0
Lampert	11,133,034 (1)	27.8%	11,104,095 (6)	0	9,232,118 (3)	0
William C. Crowley	11,133,034 (1)	27.8%	28,939 (7)	0	19,851 (3)	0

- (1) This number consists of 4,817,219 Shares held by Partners, 1,151 Shares held by Institutional, 1,602,798 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 15,635 Shares held by Tynan, 13,304 Shares held by Mr. Crowley, 2,643,021 Shares held by Mr. Lampert and 39,906 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (2) This number consists of 1,151 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 4,817,219 Shares held by Partners and 1,602,798 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 4,817,219 Shares held by Partners, 1,151 Shares held by Institutional, 1,602,798 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (6) This number consists of 4,817,219 Shares held by Partners, 1,151 Shares held by Institutional, 1,602,798 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 2,643,021 Shares held by Mr. Lampert and 39,906 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (7) This number consists of 15,635 Shares held by Tynan and 13,304 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 6,000 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 October 13, 2011, the record date of the last Amendment on Schedule 13D by the Filing Persons.
- (d) Not applicable.
- (e) Not applicable.

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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: October 18, 2011
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
By. 18/ Aurian 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
Dy. 10. 1 Milat. J. Walzey
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: <u>/s/ Adrian J. Maizey</u>
Name: Adrian J. Maizey Title: Chief Financial Officer

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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	

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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	Weighted Average
			Common Stock	Price per Share (\$)
ESL Partners, L.P.	10/14/2011	Open Market Sales	71,214	\$328.18
ESL Partners, L.P.	10/14/2011	Open Market Sales	1,023	\$329.16
ESL Partners, L.P.	10/17/2011	Open Market Sales	4,080	\$327.06
ESL Partners, L.P.	10/17/2011	Open Market Sales	23,695	\$327.93
ESL Partners, L.P.	10/17/2011	Open Market Sales	17,155	\$328.91
ESL Partners, L.P.	10/17/2011	Open Market Sales	12,132	\$329.98
ESL Partners, L.P.	10/17/2011	Open Market Sales	1,067	\$330.86
ESL Partners, L.P.	10/18/2011	Open Market Sales	128,255	\$326.13
ESL Partners, L.P.	10/18/2011	Open Market Sales	3,390	\$327.01
ESL Investors, L.L.C.	10/14/2011	Open Market Sales	22,772	\$328.18
ESL Investors, L.L.C.	10/14/2011	Open Market Sales	327	\$329.16
ESL Investors, L.L.C.	10/17/2011	Open Market Sales	1,588	\$327.06
ESL Investors, L.L.C.	10/17/2011	Open Market Sales	9,222	\$327.93
ESL Investors, L.L.C.	10/17/2011	Open Market Sales	6,676	\$328.91
ESL Investors, L.L.C.	10/17/2011	Open Market Sales	4,721	\$329.98
ESL Investors, L.L.C.	10/17/2011	Open Market Sales	416	\$330.86
ESL Investors, L.L.C.	10/18/2011	Open Market Sales	43,190	\$326.13
ESL Investors, L.L.C.	10/18/2011	Open Market Sales	1,141	\$327.01
ESL Institutional Partners,	10/14/2011	Open Market Sales		
L.P.		•	17	\$328.18
ESL Institutional Partners,	10/17/2011	Open Market Sales		
L.P.		•	1	\$327.06
ESL Institutional Partners,	10/17/2011	Open Market Sales		
L.P.		•	6	\$327.93
ESL Institutional Partners,	10/17/2011	Open Market Sales		
L.P.		•	4	\$328.91
ESL Institutional Partners,	10/17/2011	Open Market Sales		
L.P.		•	3	\$329.98
ESL Institutional Partners,	10/17/2011	Open Market Sales		
L.P.		•	1	\$330.86
ESL Institutional Partners,	10/18/2011	Open Market Sales		
L.P.		•	30	\$326.13
ESL Institutional Partners,	10/18/2011	Open Market Sales		
L.P.		•	1	\$327.01
Edward S. Lampert	10/14/2011	Open Market Sales	38,433	\$328.18
Edward S. Lampert	10/14/2011	Open Market Sales	552	\$329.16
Edward S. Lampert	10/17/2011	Open Market Sales	2,443	\$327.06
Edward S. Lampert	10/17/2011	Open Market Sales	14,185	\$327.93
Edward S. Lampert	10/17/2011	Open Market Sales	10,270	\$328.91
Edward S. Lampert	10/17/2011	Open Market Sales	7,263	\$329.98
Edward S. Lampert	10/17/2011	Open Market Sales	638	\$330.86
Edward S. Lampert	10/18/2011	Open Market Sales	70,110	\$326.13

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Edward S. Lampert	10/18/2011	Open Market Sales	1,853	\$327.01
The Lampert Foundation	10/14/2011	Open Market Sales	583	\$328.18
The Lampert Foundation	10/14/2011	Open Market Sales	8	\$329.16
The Lampert Foundation	10/17/2011	Open Market Sales	36	\$327.06
The Lampert Foundation	10/17/2011	Open Market Sales	207	\$327.93
The Lampert Foundation	10/17/2011	Open Market Sales	150	\$328.91
The Lampert Foundation	10/17/2011	Open Market Sales	106	\$329.98
The Lampert Foundation	10/17/2011	Open Market Sales	10	\$330.86
The Lampert Foundation	10/18/2011	Open Market Sales	1,064	\$326.13
The Lampert Foundation	10/18/2011	Open Market Sales	28	\$327.01
Tynan, LLC ¹	10/14/2011	Open Market Sales	229	\$328.18
Tynan, LLC ¹	10/14/2011	Open Market Sales	3	\$329.16
Tynan, LLC ¹	10/17/2011	Open Market Sales	14	\$327.06
Tynan, LLC ¹	10/17/2011	Open Market Sales	81	\$327.93
Tynan, LLC ¹	10/17/2011	Open Market Sales	59	\$328.91
Tynan, LLC ¹	10/17/2011	Open Market Sales	42	\$329.98
Tynan, LLC ¹	10/17/2011	Open Market Sales	3	\$330.86
Tynan, LLC ¹	10/18/2011	Open Market Sales	417	\$326.13
Tynan, LLC ¹	10/18/2011	Open Market Sales	11	\$327.01
William C. Crowley	10/14/2011	Open Market Sales	138	\$328.18
William C. Crowley	10/14/2011	Open Market Sales	2	\$329.16
William C. Crowley	10/17/2011	Open Market Sales	7	\$327.06
William C. Crowley	10/17/2011	Open Market Sales	42	\$327.93
William C. Crowley	10/17/2011	Open Market Sales	30	\$328.91
William C. Crowley	10/17/2011	Open Market Sales	21	\$329.98
William C. Crowley	10/17/2011	Open Market Sales	3	\$330.86
William C. Crowley	10/18/2011	Open Market Sales	242	\$326.13
William C. Crowley	10/18/2011	Open Market Sales	6	\$327.01

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