

RBS INVESTMENT MANAGEMENT LLC

Form 4

January 13, 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 *
LAMPERT EDWARD S

(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)

01/11/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/11/2010		J ⁽¹⁾		65,371 ⁽¹⁾	D	\$ 0 ⁽¹⁾
							2,039
Common Stock, par value \$0.01 per share	01/11/2010		J ⁽³⁾		808,039 ⁽³⁾	D	\$ 0 ⁽³⁾
							0
Common Stock, par							2,820,940

See Footnotes (2) (13)

See Footnotes (4) (13)

See Footnotes

value \$0.01 per share								(5) (13)
Common Stock, par value \$0.01 per share				12,735,004	I			See Footnotes (6) (13)
Common Stock, par value \$0.01 per share				3,182,851	I			See Footnotes (7) (13)
Common Stock, par value \$0.01 per share				550,362	I			See Footnotes (8) (13)
Common Stock, par value \$0.01 per share				15,774 ⁽⁹⁾	I			See Footnotes (10) (13)
Common Stock, par value \$0.01 per share				862,344 ⁽¹¹⁾	D ^{(12) (13)}			

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

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(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
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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)		

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		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

Edward S. Lampert	01/13/2010
**Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc.	01/13/2010
**Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P.	01/13/2010
**Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the manager of RBS Investment Management, L.L.C.	01/13/2010
**Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the manager of RBS Investment Management, L.L.C., the general partner of ESL Institutional Partners, L.P.	01/13/2010
**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).

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- (1) ESL Institutional Partners, L.P. ("Institutional") distributed these shares of common stock, par value \$0.01 per share, of AutoZone, Inc. ("Shares") to its general partner, RBS Investment Management, L.L.C. ("RBSIM"), in an in-kind pro rata distribution for no consideration. RBSIM then distributed these Shares to its members in an in-kind pro rata distribution for no consideration.
- (2) These Shares are held by Institutional.
- (3) RBS Partners, L.P. ("RBS") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
- (4) These Shares are held by RBS.
- (5) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (6) These Shares are held by ESL Partners, L.P. ("Partners").
- (7) These Shares are held by Acres Partners, L.P. ("Acres").
- (8) These Shares are held by ESL Investments, Inc. ("Investments").
- (9) These Shares were distributed by RBSIM in an in-kind pro rata distribution for no consideration.
- (10) These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.
- (11) These Shares include 792,882 Shares distributed by RBS in an in-kind pro rata distribution for no consideration and 48,659 Shares distributed by RBSIM in an in-kind pro rata distribution for no consideration. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously had an indirect interest. The distributions did not change Mr. Lampert's overall pecuniary interest in securities of AutoZone, Inc.
- (12) These Shares are held by Mr. Lampert.
- (13) This Form 4 is filed on behalf of Mr. Lampert, Investments, RBS, RBSIM and Institutional. RBS is the general partner of Partners and the managing member of Investors. 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.

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