

AUTOZONE INC
Form SC 13D/A
June 22, 2011

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 37)***

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)

June 21, 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

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

5,850,880

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH
REPORTING PERSON**9 SOLE DISPOSITIVE POWER**

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

1,392

8 SHARED VOTING POWER

NUMBER OF SHARES
 BENEFICIALLY

0

OWNED BY EACH
 REPORTING PERSON

9 SOLE DISPOSITIVE POWER

WITH

10 SHARED DISPOSITIVE POWER

1,392

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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 (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

1,932,801

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

1,932,801

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

0

OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

2,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

1,392

8 SHARED VOTING POWERNUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON
WITH**9** SOLE DISPOSITIVE POWER

1,392

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

18,936

8 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON**9** SOLE DISPOSITIVE POWER

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

7,783,681

8 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON**9 SOLE DISPOSITIVE POWER**

WITH

10 SHARED DISPOSITIVE POWER

7,783,681

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

9,785,073

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10

9,785,073

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

13,025,178

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

10,767,177

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

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

34,223

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY

0

OWNED BY EACH **9** SOLE DISPOSITIVE POWER
REPORTING PERSON

WITH

10 22,827 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,059,401

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

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

31.4%

14 TYPE OF REPORTING PERSON
IN

This Amendment No. 37 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. 37 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. 37 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 June 21, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 13,059,401 Shares (which represents approximately 31.4% of the 41,560,511 Shares outstanding as of June 10, 2011, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 15, 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.	13,059,401 (1)	31.4%	5,850,880	0	5,850,880	0
ESL Institutional Partners, L.P.	13,059,401 (1)	31.4%	1,392	0	1,392	0
			1,932,801	0	1,932,801	0

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ESL Investors, L.L.C.	13,059,401 (1)	31.4%				
Acres Partners, L.P.	13,059,401 (1)	31.4%	2,000,000	0	2,000,000	0
RBS Investment Management, L.L.C.	13,059,401 (1)	31.4%	1,392 (2)	0	1,392 (2)	0
Tynan, LLC	13,059,401 (1)	31.4%	18,936	0	18,936	0
RBS Partners, L.P.	13,059,401 (1)	31.4%	7,783,681 (4)	0	7,783,681 (4)	0
ESL Investments, Inc.	13,059,401 (1)	31.4%	9,785,073 (5)	0	9,785,073 (5)	0
Edward S. Lampert	13,059,401 (1)	31.4%	13,025,178 (6)	0	10,767,177 (3)	0
William C. Crowley	13,059,401 (1)	31.4%	34,223 (7)	0	22,827 (3)	0

- (1) This number consists of 5,850,880 Shares held by Partners, 1,392 Shares held by Institutional, 1,932,801 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 18,936 Shares held by Tynan, 15,287 Shares held by Mr. Crowley, 3,208,766 Shares held by Mr. Lampert and 31,339 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 1,392 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 5,850,880 Shares held by Partners and 1,932,801 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 5,850,880 Shares held by Partners, 1,392 Shares held by Institutional, 1,932,801 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 5,850,880 Shares held by Partners, 1,392 Shares held by Institutional, 1,932,801 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 3,208,766 Shares held by Mr. Lampert and 31,339 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 18,936 Shares held by Tynan and 15,287 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 June 15, 2011, the record 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: June 21, 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

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.	6/17/2011	Open Market Sales	58,577	\$292.11
ESL Partners, L.P.	6/17/2011	Open Market Sales	56,976	\$292.30
ESL Partners, L.P.	6/20/2011	Open Market Sales	78,152	\$292.50
ESL Partners, L.P.	6/21/2011	Open Market Sales	114,418	\$292.43
ESL Investors, L.L.C.	6/17/2011	Open Market Sales	18,944	\$292.11
ESL Investors, L.L.C.	6/17/2011	Open Market Sales	18,426	\$292.30
ESL Investors, L.L.C.	6/20/2011	Open Market Sales	32,399	\$292.50
ESL Investors, L.L.C.	6/21/2011	Open Market Sales	40,305	\$292.43
ESL Institutional Partners, L.P.	6/17/2011	Open Market Sales	14	\$292.11
ESL Institutional Partners, L.P.	6/17/2011	Open Market Sales	13	\$292.30
ESL Institutional Partners, L.P.	6/20/2011	Open Market Sales	20	\$292.50
ESL Institutional Partners, L.P.	6/21/2011	Open Market Sales	28	\$292.43
Edward S. Lampert	6/17/2011	Open Market Sales	31,652	\$292.11
Edward S. Lampert	6/17/2011	Open Market Sales	30,786	\$292.30
Edward S. Lampert	6/20/2011	Open Market Sales	48,659	\$292.50
Edward S. Lampert	6/21/2011	Open Market Sales	65,025	\$292.43
The Lampert Foundation	6/17/2011	Open Market Sales	311	\$292.11
The Lampert Foundation	6/17/2011	Open Market Sales	303	\$292.30
The Lampert Foundation	6/20/2011	Open Market Sales	454	\$292.50
The Lampert Foundation	6/21/2011	Open Market Sales	626	\$292.43
Tynan, LLC [1]	6/17/2011	Open Market Sales	188	\$292.11
Tynan, LLC ¹	6/17/2011	Open Market Sales	183	\$292.30
Tynan, LLC ¹	6/20/2011	Open Market Sales	274	\$292.50
Tynan, LLC ¹	6/21/2011	Open Market Sales	379	\$292.43
William C. Crowley	6/17/2011	Open Market Sales	115	\$292.11
William C. Crowley	6/17/2011	Open Market Sales	112	\$292.30
William C. Crowley	6/20/2011	Open Market Sales	142	\$292.50
William C. Crowley	6/21/2011	Open Market Sales	219	\$292.43

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