

RBS INVESTMENT MANAGEMENT LLC  
 Form 4  
 September 29, 2011

**FORM 4**

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

OMB APPROVAL

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**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)  
**09/28/2011**

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)
Common Stock, par value \$0.01 per share	09/28/2011		S	3,401 D	\$ 323.93 5,218,089 (1)	I	See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	09/28/2011		S	14,645 D	\$ 325.26 5,203,444 (4)	I	See Footnotes (2) (3)
Common Stock, par	09/28/2011		S	3,834 D	\$ 325.78 5,199,610	I	See Footnotes

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value					<u>(5)</u>				<u>(2)</u> <u>(3)</u>
\$0.01 per share									
Common Stock, par value	09/29/2011	S	4,960	D	\$ 325.32	5,194,650	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share					<u>(6)</u>				
Common Stock, par value	09/29/2011	S	7,245	D	\$ 326.03	5,187,405	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share					<u>(7)</u>				
Common Stock, par value	09/28/2011	S	2,139	D	\$ 323.93	1,763,089	I		See Footnotes <u>(3)</u> <u>(8)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	09/28/2011	S	9,208	D	\$ 325.26	1,753,881	I		See Footnotes <u>(3)</u> <u>(8)</u>
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	09/28/2011	S	2,411	D	\$ 325.78	1,751,470	I		See Footnotes <u>(3)</u> <u>(8)</u>
\$0.01 per share					<u>(5)</u>				
Common Stock, par value	09/29/2011	S	379	D	\$ 325.32	1,751,091	I		See Footnotes <u>(3)</u> <u>(8)</u>
\$0.01 per share					<u>(6)</u>				
Common Stock, par value	09/29/2011	S	553	D	\$ 326.03	1,750,538	I		See Footnotes <u>(3)</u> <u>(8)</u>
\$0.01 per share					<u>(7)</u>				
Common Stock, par value	09/28/2011	S	1	D	\$ 323.93	1,252	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	09/28/2011	S	5	D	\$ 325.26	1,247	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share					<u>(4)</u>				

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\$0.01 per share								
Common Stock, par value \$0.01 per share	09/28/2011	S	1	D	\$ 325.78 <u>(5)</u>	1,246	I	See Footnotes <u>(3)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	09/29/2011	S	1	D	\$ 325.32 <u>(6)</u>	1,245	I	See Footnotes <u>(3)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	09/29/2011	S	1	D	\$ 326.03 <u>(7)</u>	1,244	I	See Footnotes <u>(3)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	09/28/2011	S	2,607	D	\$ 323.93 <u>(1)</u>	2,881,401	D <u>(3)</u> <u>(10)</u>	
Common Stock, par value \$0.01 per share	09/28/2011	S	11,227	D	\$ 325.26 <u>(4)</u>	2,870,174	D <u>(3)</u> <u>(10)</u>	
Common Stock, par value \$0.01 per share	09/28/2011	S	2,939	D	\$ 325.78 <u>(5)</u>	2,867,235	D <u>(3)</u> <u>(10)</u>	
Common Stock, par value \$0.01 per share	09/29/2011	S	1,649	D	\$ 325.32 <u>(6)</u>	2,865,586	D <u>(3)</u> <u>(10)</u>	
Common Stock, par value \$0.01 per share	09/29/2011	S	2,408	D	\$ 326.03 <u>(7)</u>	2,863,178	D <u>(3)</u> <u>(10)</u>	
Common Stock, par value \$0.01 per						2,000,000	I	See Footnotes <u>(3)</u> <u>(11)</u>

share

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (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
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		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
		X		



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- (5) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$325.51 to \$326.02 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- (6) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$325.00 to \$325.99 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- (7) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$326.00 to \$326.42 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- (8) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (9) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (10) These Shares are held by Edward S. Lampert.
- (11) These Shares are held by Acres Partners, L.P. ("Acres").

### 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

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