

AUTOZONE INC
Form 4
November 01, 2005

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)
10/28/2005

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2005		P		500,000	A	\$ 78.035	12,020,943	I	See Footnote (1) (6)
Common Stock	10/28/2005		P		174,178	A	\$ 78.335	12,195,661	I	See Footnote (1) (6)
Common Stock	10/28/2005		P		5,282	A	\$ 78.335	3,863,801	I	See Footnote (2) (6)
Common Stock								71,771	I	See Footnote (3) (6)

Security	Quantity	Type	Notes
Common Stock	5,875,557	I	See Footnote (4) (6)
Common Stock	19,310	I	See Footnote (5) (6)
Common Stock	4,221	D	

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 Owned Following Transaction (Instr. 5)
				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	X		

Signatures

/s/ Edward S. Lampert
Date: 11/01/2005

**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) These securities are held for the account of ESL Partners, L.P. ("Partners").
- (2) These securities are held for the account of ESL Investors, L.L.C. ("Investors").
- (3) These securities are held for the account of ESL Institutional Partners, L.P. ("Institutional").
- (4) These securities are held for the account of Acres Partners, L.P. ("Acres").
- (5) These securities are held for the account of ESL Investment Management, LLC ("ESLIM").

This Form 4 is filed on behalf of Edward S. Lampert. RBS Partners, L.P. ("RBS") is the general partner of Partners and the managing member of Investors. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. ESL Investments, Inc.

- (6) ("Investments") is the general partner of each of RBS and Acres and the managing member of RBSIM. Mr. Lampert, a director of the Issuer, is the sole stockholder of Investments and the managing member of ESLIM. In such capacities, Mr. Lampert may be deemed to have a pecuniary interest in the securities held for the accounts of each of Partners, Investors, Institutional, Acres and ESLIM, as well as the securities held directly by Mr. Lampert.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), the reporting person may be deemed to be the beneficial owner of the securities reported herein only to the extent of his pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

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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