

AUTOZONE INC  
Form 4  
April 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 * |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer  |
| LAMPERT EDWARD S                          |          |          | AUTOZONE INC [AZO]                                   | (Check all applicable)  |
| (Last)                                    | (First)  | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)     | ____ Director<br>____ Officer (give title below)  |
|   |          |          | 04/14/2008   | <input checked="" type="checkbox"/> 10% Owner<br>____ Other (specify below)   |
| 200 GREENWICH AVENUE                      |          |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
|   | (Street) |          |  | ____ Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| GREENWICH, CT 06830                       |          |          |  |   |
| (City)                                    | (State)  | (Zip)    |  |   |

**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 | 04/14/2008                           |  | P                              |   | 200   | A  | \$ 117.03   | 12,835,961 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008                           |  | P                              |   | 9,900   | A  | \$ 117.04   | 12,845,861 | I | See Footnote (1) (7) |
| Common Stock, par                        | 04/14/2008                           |  | P                              |   | 200   | A  | \$ 117.06   | 12,846,061 | I | See Footnote         |

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|  |            |   |        |   |           |            |   |                      |
|--|------------|---|--------|---|-----------|------------|---|----------------------|
| value                                    |            |   |        |   |           |            |   | (1) (7)              |
| \$0.01 per share                         |            |   |        |   |           |            |   |                      |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,500  | A | \$ 117.13 | 12,847,561 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,200  | A | \$ 117.21 | 12,848,761 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,600  | A | \$ 117.22 | 12,850,361 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,991  | A | \$ 117.24 | 12,852,352 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 13,834 | A | \$ 117.25 | 12,866,186 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 9,898  | A | \$ 117.26 | 12,876,084 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 800    | A | \$ 117.27 | 12,876,884 | I | See Footnote (1) (7) |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 300    | A | \$ 117.28 | 12,877,184 | I | See Footnote (1) (7) |
| Common Stock, par value                  | 04/14/2008 | P | 1,000  | A | \$ 117.29 | 12,878,184 | I | See Footnote (1) (7) |

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|  |            |   |       |   |           |            |   |                                    |
|--|------------|---|-------|---|-----------|------------|---|------------------------------------|
| \$0.01 per share                         |            |   |       |   |           |            |   |                                    |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,700 | A | \$ 117.3  | 12,879,884 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,605 | A | \$ 117.33 | 12,881,489 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,200 | A | \$ 117.35 | 12,882,689 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 1,302 | A | \$ 117.38 | 12,883,991 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 100   | A | \$ 117.39 | 12,884,091 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 300   | A | \$ 117.4  | 12,884,391 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 100   | A | \$ 117.42 | 12,884,491 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 800   | A | \$ 117.46 | 12,885,291 | I | See Footnote <u>(1)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per       | 04/14/2008 | P | 1,170 | A | \$ 117.49 | 12,886,461 | I | See Footnote <u>(1)</u> <u>(7)</u> |

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|  |            |   |        |   |           |            |                         |                                     |
|--|------------|---|--------|---|-----------|------------|-------------------------|-------------------------------------|
| share                                    |            |   |        |   |           |            |                         |                                     |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 41,800 | A | \$ 117.5  | 12,928,261 | I                       | See Footnote <u>(1)</u> <u>(7)</u>  |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 800    | A | \$ 117.59 | 12,929,061 | I                       | See Footnote <u>(1)</u> <u>(7)</u>  |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 20,014 | A | \$ 117.6  | 12,949,075 | I                       | See Footnote <u>(1)</u> <u>(7)</u>  |
| Common Stock, par value \$0.01 per share | 04/14/2008 | P | 986    | A | \$ 117.66 | 12,950,061 | I                       | See Footnote <u>(1)</u> <u>(7)</u>  |
| Common Stock, par value \$0.01 per share |            |   |        |   |           | 71,771     | I                       | See Footnotes <u>(2)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share |            |   |        |   |           | 3,003,476  | I                       | See Footnotes <u>(3)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share |            |   |        |   |           | 5,875,557  | I                       | See Footnotes <u>(4)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share |            |   |        |   |           | 860,325    | I                       | See Footnotes <u>(5)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share |            |   |        |   |           | 22,150     | <u>(6)</u> <u>(7)</u> D |                                     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Owned Following Reporting 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<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830     |               | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| ESL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |

## Signatures

/s/ Edward S. Lampert (See signatures of Reporting Persons as Exhibit 99.1)

04/16/2008

\_\_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 shares of common stock, par value \$0.01 per share ("Shares"), of AutoZone Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (4) These Shares are held by Acres Partners, L.P. ("Acres").
- (5) These Shares are held by RBS Partners, L.P. ("RBS").
- (6) These Shares are held by Edward S. Lampert.
- (7) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. RBS is the general partner of Partners. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS, the general partner of 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.