

ESL INVESTORS LLC
Form 4
October 14, 2004

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 *
ESL INVESTMENTS INC

2. Issuer Name and Ticker or Trading Symbol
AUTOZONE INC [AZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 GREENWICH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2004

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

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/12/2004 | | P | V Amount (A) or (D) Price 243,611 A \$ 76.9811 | 11,160,236 | D ^{(1) (4)} <u>(5)</u> | |
| Common Stock | 10/12/2004 | | P | V Amount (A) or (D) Price 56,389 A \$ 76.9811 | 3,739,426 | D ^{(2) (4)} <u>(5)</u> | |
| Common Stock | 10/14/2004 | | P | V Amount (A) or (D) Price 360,707 A \$ 76.5311 | 11,520,943 | D ^{(1) (4)} <u>(5)</u> | |
| Common Stock | 10/14/2004 | | P | V Amount (A) or (D) Price 119,093 A \$ 76.5311 | 3,858,519 | D ^{(2) (4)} <u>(5)</u> | |
| Common Stock | | | | | 5,970,423 | I | See footnotes <u>(3) (4) (5)</u> |

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830 | | X | | |
| RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| LAMPERT EDWARD S | | X | | |

Signatures

/s/ William C. Crowley, for ESL
Investments, Inc. 10/14/2004

__Signature of Reporting Person Date

/s/ William C. Crowley, for ESL Partners,
L.P. 10/14/2004

__Signature of Reporting Person Date

/s/ William C. Crowley, for ESL Investors,
L.L.C. 10/14/2004

__Signature of Reporting Person Date

/s/ William C. Crowley, for RBS Partners,
L.P. 10/14/2004

__Signature of Reporting Person Date

/s/ Edward S. Lampert 10/14/2004

__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 owned by ESL Partners, L.P. ("Partners").

(2) These securities are owned by ESL Investors, L.L.C. ("Investors").

(3) Includes (i) 71,771 shares held by ESL Institutional Partners, L.P. ("Institutional"), (ii) 5,875,557 shares held by Acres Partners, L.P. ("Acres"), (iii) 19,310 shares held by ESL Investment Management, LLC ("ESLIM") and (iv) 3,785 shares held by Edward S. Lampert.

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

(5) Each of Partners, Institutional, Investors, Acres, ESLIM, Investments, RBS, RBSIM and Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein. The total amount of securities reported as beneficially owned by Partners, Institutional, Investors, Acres and ESLIM is greater than Investments' or Mr. Lampert's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Partners and Investors is greater than RBS' indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Institutional is greater than RBSIM's indirect pecuniary interest in such securities.

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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