AUTOZONE INC Form SC 13D/A January 25, 2012

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 49)*

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

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January	23.	20	12

(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

1 NAME OF REPORTING PERSON

9.7%

PN

TYPE OF REPORTING PERSON

14

ESL Partners, L.P.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) X			
3 4	GROUP SEC USE ONLY SOURCE OF FUNDS N/A		(b) _	
5		N/A CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	2(e) £ CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			2,271,831	
		8	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0	
		9	SOLE DISPOSITIVE POWER	
1	WITH		2,271,831	
		10	SHARED DISPOSITIVE POWER	
			0	
11		AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
		3,805,201		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CLASS REPRESENTED BY AMOUNT IN ROW (11)	

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

9.7%

PN

TYPE OF REPORTING PERSON

14

2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) X		
3 4	GROUP SEC USE ONLY SOURCE OF FUNDS N/A			
5	CHECK BOX IF DISC 2(e) £	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PL	LACE OF ORGA	ANIZATION	
	Delaware	7	SOLE VOTING POWER	
		8	634 SHARED VOTING POWER	
N	UMBER OF SHARES		0	
BENEFICIALLY OWNED BY EACH		9	SOLE DISPOSITIVE POWER	
REPORTING PERS WITH		10	634 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12	SHARES £		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)	

1 NAME OF REPORTING PERSON

2	RBS Investment Management, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) X			
_	GROUP		(b) _	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	N/A			
5	CHECK BOX IF DISC	CLOSURE OF L	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e) £	2(e) £		
6	CITIZENSHIP OR PL	LACE OF ORGA	ANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			634	
		8	SHARED VOTING POWER	
]	NUMBER OF SHARES		0	
	BENEFICIALLY			
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER	
	REPORTING PERSON			
	WITH		634	
		10	SHARED DISPOSITIVE POWER	
			0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING		
		PERSON		
		3,805,201		
12		CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
		SHARES £		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		9.7%		
14		TYPE OF REP	PORTING PERSON	
		OO		

1 NAME OF REPORTING PERSON

2 3 4	GROUP (b) _ SEC USE ONLY SOURCE OF FUNDS N/A			
5	2(e)£	CLOSURE OF I	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR PL Delaware	LACE OF ORGA	ANIZATION	
	Delaware	7	SOLE VOTING POWER	
		8	8,550 SHARED VOTING POWER	
N	NUMBER OF SHARES		0	
	BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH	10	8,550 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12		3,805,201 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		9.7%		
14		TYPE OF REPORTING PERSON OO		

1 NAME OF REPORTING PERSON

2 3 4	SOURCE OF FUNDS		
5	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) C		
6	2(e) £ CITIZENSHIP OR PL Delaware	LACE OF ORGA	ANIZATION
	Belaware	7	SOLE VOTING POWER
		8	2,271,831 SHARED VOTING POWER
N	IUMBER OF SHARES		0
OWNED I	BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
•	WITH	10	2,271,831 SHARED DISPOSITIVE POWER
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
12		3,805,201 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		9.7%	
14		TYPE OF REF	PORTING PERSON

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

	ESE investments, inc.			
2	CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A	(a) X (b) _
2	SEC USE ONLY			(0) _
3				
4	SOURCE OF FUNDS			
	N/A			
5	CHECK BOX IF DISC	CLOSURE OF L	LEGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR
	2(e) £			
6	CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	Delaware			
	2 01000 0100	7	SOLE VOTING POWE	ER
			2,272,465	
		8	SHARED VOTING PC	WER
l	NUMBER OF SHARES		0	
	BENEFICIALLY			
	OWNED BY EACH	9	SOLE DISPOSITIVE P	POWER
	REPORTING PERSON			
	WITH		2,272,465	
		10	SHARED DISPOSITIV	E POWER
			0	
11		ACCDECATE		ALLY OWNED BY EACH REPORTING
11		PERSON	AMOUNT BENEFICIA	ALLI OWNED BI EACH REFORTING
		3,805,201		
12				
		SHARES £		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		9.7%		
		J.1 /0		
14		TYPE OF REP	PORTING PERSON	
		CO		

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 DISC 2(e) £	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PL United States	ACE OF ORGA	NIZATION	
	Office States	7	SOLE VOTING POWER	
			3,784,395	
		8	SHARED VOTING POWER	
NUMBER OF SHARES			0	
	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
Г	WITH		2,732,713	
		10	SHARED DISPOSITIVE POWER	
			0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		2 905 201		
12		3,805,201	IE THE ACCDECATE AMOUNT IN DOW (11) EVOLUDES	
14		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		9.7%		
14		TYPE OF REPORTING PERSON IN		

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