

ESL INSTITUTIONAL PARTNERS LP
 Form 4
 July 17, 2009

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)
 07/17/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/17/2009		S		131,198	D	\$ 157.13 (1)
							12,735,004
							I
							See Footnotes (2) (9)
Common Stock, par value \$0.01 per share	07/17/2009		S		29,061	D	\$ 157.13 (1)
							2,820,940
							I
							See Footnotes (3) (9)
Common Stock, par	07/17/2009		S		694	D	\$ 157.13
							67,410
							I
							See Footnotes

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value					<u>(1)</u>			<u>(4)</u> <u>(9)</u>
\$0.01 per share								
Common Stock, par value \$0.01 per share	07/17/2009	S	8,324	D	\$ 157.13 <u>(1)</u>	808,039	I	See Footnotes <u>(5)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	07/17/2009	S	214	D	\$ 157.13 <u>(1)</u>	20,803	D <u>(6)</u> <u>(9)</u>	
Common Stock, par value \$0.01 per share	07/17/2009	S	5,670	D	\$ 157.13 <u>(1)</u>	550,362	I	See Footnotes <u>(7)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						3,182,851	I	See Footnotes <u>(8)</u> <u>(9)</u>

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 (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		
ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

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

07/17/2009

__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) This price represents the approximate weighted average price per share of common stock, par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$157.00 to \$157.87 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, AutoZone, Inc. (the "Issuer") or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
 - (2) These Shares are held by ESL Partners, L.P. ("Partners").
 - (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 ESL Institutional Partners, L.P. ("Institutional").
 - (5) These Shares are held by RBS Partners, L.P. ("RBS").
 - (6) These Shares are held by Edward S. Lampert.
 - (7) These Shares are held by ESL Investments, Inc. ("Investments").

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- (8) These Shares are held by Acres Partners, L.P. ("Acres").

This Form 4 is filed on behalf of Mr. Lampert, Investments, RBS, Partners, Investors, Institutional and RBSIM. RBS is the general

- (9) partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and 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.

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