

AUTOZONE INC
Form SC 13D/A
April 15, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 24)***

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

John G. Finley, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

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

April 11, 2008

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: AUTOZONE INC - Form SC 13D/A

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 Rule 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).

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

- | | | |
|-----|--|-------------------------------------|
| 1. | Names of Reporting Persons | |
| | ESL Partners, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input checked="" type="checkbox"/> |
| | (b) | <input type="checkbox"/> |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | |
| | WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. | Citizenship or Place of Organization | |
| | Delaware | |
| | 7. | Sole Voting Power |
| | | 12,998,761 |
| | 8. | Shared Voting Power |
| | | 0 |
| | 9. | Sole Dispositive Power |
| | | 12,998,761 |
| | 10. | Shared Dispositive Power |
| | | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 22,853,981 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) | |
| | 36.15% | |
| 14. | Type of Reporting Person (See Instructions) | |
| | PN | |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 05329W102

1. Names of Reporting Persons
ESL Institutional Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 71,771 |
| | 8. | Shared Voting Power 0 |
| | 9. | Sole Dispositive Power 71,771 |
| | 10. | Shared Dispositive Power 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,853,981
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
 13. Percent of Class Represented by Amount in Row (11)
36.15%
 14. Type of Reporting Person (See Instructions)
PN

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

- | | |
|-----|---|
| 1. | Names of Reporting Persons ESL Investors, L.L.C. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) <input checked="" type="checkbox"/> x |
| | (b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions) N/A |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization Delaware |
| | 7. Sole Voting Power 3,003,476 |
| | 8. Shared Voting Power 0 |
| | 9. Sole Dispositive Power 3,003,476 |
| | 10. Shared Dispositive Power 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 22,853,981 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11) 36.15% |
| 14. | Type of Reporting Person (See Instructions) OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

1. Names of Reporting Persons
Acres Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|-------------------------------------|
| 7. | Sole Voting Power 5,875,557 |
| 8. | Shared Voting Power 0 |
| 9. | Sole Dispositive Power 5,875,557 |
| 10. | Shared Dispositive Power 0 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,853,981
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
 13. Percent of Class Represented by Amount in Row (11)
36.15%
 14. Type of Reporting Person (See Instructions)
PN

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

1. Names of Reporting Persons
RBS Investment Management, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
Delaware
- | | | |
|-----|--------------------------|--------|
| 7. | Sole Voting Power | 71,771 |
| 8. | Shared Voting Power | 0 |
| 9. | Sole Dispositive Power | 71,771 |
| 10. | Shared Dispositive Power | 0 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,853,981
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
 13. Percent of Class Represented by Amount in Row (11)
36.15%
 14. Type of Reporting Person (See Instructions)
OO

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

- | | | |
|---|--|--------------------------------------|
| 1. | Names of Reporting Persons | |
| | RBS Partners, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input checked="" type="checkbox"/> |
| | (b) | <input type="checkbox"/> |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | |
| | N/A | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. | Citizenship or Place of Organization | |
| | Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 16,862,562 |
| | 8. | Shared Voting Power 0 |
| | 9. | Sole Dispositive Power 16,862,562 |
| | 10. | Shared Dispositive Power 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 22,853,981 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) | |
| | 36.15% | |
| 14. | Type of Reporting Person (See Instructions) | |
| | PN | |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

- | | | |
|-----|--|-------------------------------------|
| 1. | Names of Reporting Persons | |
| | ESL Investments, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input checked="" type="checkbox"/> |
| | (b) | <input type="checkbox"/> |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | |
| | N/A | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. | Citizenship or Place of Organization | |
| | Delaware | |
| | 7. | Sole Voting Power |
| | | 22,809,890 |
| | 8. | Shared Voting Power |
| | | 0 |
| | 9. | Sole Dispositive Power |
| | | 22,809,890 |
| | 10. | Shared Dispositive Power |
| | | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 22,853,981 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) | |
| | 36.15% | |
| 14. | Type of Reporting Person (See Instructions) | |
| | CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: AUTOZONE INC - Form SC 13D/A

CUSIP No. 053332102

- | | | |
|-----|---|---------------------------------------|
| 1. | Names of Reporting Persons | |
| | Edward S. Lampert | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input checked="" type="checkbox"/> x |
| | (b) | <input type="checkbox"/> o |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | |
| | N/A | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o | |
| 6. | Citizenship or Place of Organization | |
| | United States | |
| | 7. | Sole Voting Power |
| | | 22,853,981 |
| | 8. | Shared Voting Power |
| | | 0 |
| | 9. | Sole Dispositive Power |
| | | 22,853,981 |
| | 10. | Shared Dispositive Power |
| | | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 22,853,981 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o | |
| 13. | Percent of Class Represented by Amount in Row (11) | |
| | 36.15% | |
| 14. | Type of Reporting Person (See Instructions) | |
| | IN | |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

This Amendment No. 24 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the Shares), of AutoZone, Inc., a Delaware corporation (the Issuer). This Amendment No. 24 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), Acres Partners, L.P., a Delaware limited partnership (Acres), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Investments, Inc., a Delaware corporation (Investments) and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, RBS, Investments and Mr. Lampert are collectively defined in this Amendment as the Filing Persons. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 24 to report that the number of Shares that they may be deemed to beneficially own has increased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by a group consisting of the Filing Persons. Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of Investments (the ESL Investments Directors and Officers). Other than the ESL Investments Directors and Officers, there are no persons or corporations controlling or ultimately in control of Investments.

(b) The principal place of business of each of the Filing Persons is 200 Greenwich Avenue, Greenwich, CT 06830.

(c) RBS is the general partner of Partners and the managing member of Investors. Investments is the general partner of each of RBS and Acres and the manager of RBSIM. RBSIM is the general partner of Institutional. Mr. Lampert is the sole stockholder of Investments.

The principal business of each of Partners, Institutional, Investors and Acres is purchasing, holding and selling securities for investment purposes. The principal business of RBS is serving as the general partner of Partners and the managing member of Investors. The principal business of RBSIM is serving as the general partner of Institutional. The principal business of Investments is serving as the general partner of each of RBS and Acres and as the manager of RBSIM. Mr. Lampert's principal business is serving as the Chairman, Chief Executive Officer and Director of Investments.

(d)-(e) During the past five years, none of the foregoing entities or natural persons has been convicted in a criminal proceeding or been a party to a civil proceeding, in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

(f) Partners, Institutional, Investors, Acres, RBSIM, RBS, Investments are organized in Delaware, and Mr. Lampert is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is supplemented as follows:

Edgar Filing: AUTOZONE INC - Form SC 13D/A

In open market purchases on April 8, 2008, April 9, 2008, April 10, 2008, April 11, 2008 and April 14, 2008, ESL acquired an aggregate of 803,100 shares for aggregate consideration of approximately \$93,442,709 using working capital.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 22,853,981 Shares (which represents approximately 36.15% of the 63,220,066 Shares outstanding as of February 29, 2008, as disclosed in the Issuer's last quarter report on Form 10-Q).

| REPORTING PERSON | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING SHARES | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|-----------------------------------|-------------------------------------|----------------------------------|-------------------|---------------------|------------------------|--------------------------|
| ESL Partners, L.P. | 22,853,981(1) | 36.15% | 12,998,761 | 0 | 12,998,761 | 0 |
| ESL Institutional Partners, L.P. | 22,853,981(1) | 36.15% | 71,771 | 0 | 71,771 | 0 |
| ESL Investors, L.L.C. | 22,853,981(1) | 36.15% | 3,003,476 | 0 | 3,003,476 | 0 |
| Acres Partners, L.P. | 22,853,981(1) | 36.15% | 5,875,557 | 0 | 5,875,557 | 0 |
| RBS Investment Management, L.L.C. | 22,853,981(1) | 36.15% | 71,771(2) | 0 | 71,771(2) | 0 |
| RBS Partners, L.P. | 22,853,981(1) | 36.15% | 16,862,562(3) | 0 | 16,862,562(3) | 0 |
| ESL Investments, Inc. | 22,853,981(1) | 36.15% | 22,809,890(4) | 0 | 22,809,890(4) | 0 |
| Edward S. Lampert | 22,853,981(1) | 36.15% | 22,853,981(1) | 0 | 22,853,981(1) | 0 |

(1) This number consists of 12,998,761 Shares held by Partners, 71,771 Shares held by Institutional, 3,003,476 Shares held in an account established by the investment member of Investors, 5,875,557 Shares held by Acres, 860,325 Shares held by RBS, 22,150 Shares held by Mr. Lampert and 21,941 Shares held by the Edward and Kinga Lampert Foundation, of which Mr. Lampert is a trustee.

- (2) This number consists of 71,771 Shares held by Institutional.
- (3) This number consists of 12,998,761 Shares held by Partners, 3,003,476 Shares held in an account established by the investment member of Investors and 860,325 Shares held by RBS.
- (4) This number consists of 12,998,761 Shares held by Partners, 71,771 Shares held by Institutional, 3,003,476 Shares held in an account established by the investment member of Investors, 860,325 Shares held by RBS and 5,875,557 Shares held by Acres.

(c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons during the past 60 days.

(d) Not applicable.

(e) On December 29, 2006, ESL Investment Management, L.P., as successor to ESL Investment Management, L.L.C., ceased to be a beneficial owner of Shares of the Issuer.

Item 7. Material to Be Filed as Exhibits

Exhibit 3 Joint Filing Agreement, dated April 14, 2008, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., RBS Investment Management, L.L.C., RBS Partners, L.P., ESL Investments, Inc. and Edward S. Lampert.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2008

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner
By: ESL Investments, Inc., as its general partner
By: /s/ Theodore W. Ulliyot
Name: Theodore W. Ulliyot
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner
By: ESL Investments, Inc., as its manager
By: /s/ Theodore W. Ulliyot
Name: Theodore W. Ulliyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member
By: ESL Investments, Inc., as its general partner
By: /s/ Theodore W. Ulliyot
Name: Theodore W. Ulliyot
Title: EVP & General Counsel

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner
By: /s/ Theodore W. Ulliyot
Name: Theodore W. Ulliyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ulliot
Name: Theodore W. Ulliot
Title: EVP & General Counsel

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ulliot
Name: Theodore W. Ulliot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ulliot
Name: Theodore W. Ulliot
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert
Edward S. Lampert

SCHEDULE I

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of ESL Investments, Inc. are set forth below. If no address is given, the director's or executive officer's principal business address is 200 Greenwich Avenue, Greenwich, CT 06830. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ESL Investments, Inc.

| Name and Business Address | Principal Occupation | Citizenship |
|----------------------------------|--|---------------------------------|
| Edward S. Lampert | Director, Chairman and Chief Executive Officer | United States |
| William C. Crowley | President and Chief Operating Officer | United States |
| Theodore W. Ulliot | Executive Vice President and General Counsel | United States |
| Adrian J. Maizey | Chief Financial Officer | United Kingdom and South Africa |

ANNEX A

RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF AUTOZONE, INC.

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | | Price per Share |
|--------------------|---------------------|-----------------------|----------------------------------|----|-----------------|
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 100 | \$ | 115.31 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,200 | \$ | 115.32 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 5,800 | \$ | 115.35 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,700 | \$ | 115.4 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 100 | \$ | 115.41 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 700 | \$ | 115.44 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 900 | \$ | 115.45 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 7,400 | \$ | 115.5 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 600 | \$ | 115.51 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,000 | \$ | 115.52 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,000 | \$ | 115.53 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 3,100 | \$ | 115.55 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,000 | \$ | 115.56 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,000 | \$ | 115.59 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 400 | \$ | 115.62 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,900 | \$ | 115.64 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,000 | \$ | 115.65 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,100 | \$ | 115.66 |

| | | | | |
|--------------------|----------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 300 \$ | 115.67 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 600 \$ | 115.68 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,300 \$ | 115.7 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 500 \$ | 115.71 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 800 \$ | 115.72 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,500 \$ | 115.73 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 17,700 \$ | 115.75 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 900 \$ | 115.78 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 1,000 \$ | 115.8 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,000 \$ | 115.85 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 100 \$ | 115.88 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 400 \$ | 115.89 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 3,700 \$ | 115.9 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 300 \$ | 115.91 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 3,000 \$ | 115.93 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 200 \$ | 115.94 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 19,000 \$ | 115.95 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 200 \$ | 115.96 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 800 \$ | 115.97 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 2,100 \$ | 115.99 |
| ESL Partners, L.P. | 4/8/2008 | open market purchase | 33,700 \$ | 116 |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

| | | | | |
|--------------------|----------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 500 \$ | 113.68 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 300 \$ | 113.74 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 3,400 \$ | 113.82 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 300 \$ | 113.86 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,200 \$ | 113.89 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,000 \$ | 113.9 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 300 \$ | 113.92 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,800 \$ | 113.93 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,000 \$ | 113.95 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 500 \$ | 113.98 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 4,900 \$ | 113.99 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 12,300 \$ | 114 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 8,200 \$ | 114.15 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 800 \$ | 114.17 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 3,000 \$ | 114.2 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 200 \$ | 114.21 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 3,000 \$ | 114.22 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,200 \$ | 114.23 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,800 \$ | 114.25 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 8,800 \$ | 114.3 |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

| | | | | | |
|--------------------|----------|-------------|--------|----|--------|
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 2,200 | \$ | 114.32 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 2,400 | \$ | 114.33 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 6,700 | \$ | 114.35 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 500 | \$ | 114.38 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 4,200 | \$ | 114.39 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 7,000 | \$ | 114.4 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 6,100 | \$ | 114.42 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 100 | \$ | 114.43 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 5,700 | \$ | 114.44 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 4,000 | \$ | 114.45 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 600 | \$ | 114.46 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 2,600 | \$ | 114.48 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 15,900 | \$ | 114.5 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 6,000 | \$ | 114.6 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 10,000 | \$ | 114.7 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 200 | \$ | 114.73 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 2,000 | \$ | 114.75 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 3,500 | \$ | 114.78 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 2,000 | \$ | 114.8 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 500 | \$ | 114.84 |
| ESL Partners, L.P. | 4/9/2008 | open market | | | |
| | | purchase | 3,100 | \$ | 114.85 |

| | | | | | |
|--------------------|-----------|----------------------|-------|----|--------|
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,200 | \$ | 114.89 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,000 | \$ | 114.9 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,100 | \$ | 115.57 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 2,000 | \$ | 115.65 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 4,000 | \$ | 115.7 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 200 | \$ | 115.72 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 4,000 | \$ | 115.75 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 4,000 | \$ | 115.8 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,400 | \$ | 115.87 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 3,000 | \$ | 115.9 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 1,000 | \$ | 115.95 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 300 | \$ | 115.96 |
| ESL Partners, L.P. | 4/9/2008 | open market purchase | 4,000 | \$ | 116 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 600 | \$ | 114.15 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,200 | \$ | 114.17 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 | \$ | 114.2 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 | \$ | 114.25 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 | \$ | 114.3 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,100 | \$ | 114.31 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 3,200 | \$ | 114.35 |

| | | | | | |
|--------------------|-----------|----------------------|-------|----|--------|
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 | \$ | 114.4 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 | \$ | 114.45 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,100 | \$ | 114.5 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 900 | \$ | 115 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 | \$ | 115.14 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 | \$ | 115.22 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 3,100 | \$ | 115.27 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 4,200 | \$ | 115.35 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,000 | \$ | 115.4 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,700 | \$ | 115.46 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 600 | \$ | 115.47 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,400 | \$ | 115.5 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 | \$ | 115.68 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,400 | \$ | 115.71 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 | \$ | 115.72 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,800 | \$ | 115.75 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 300 | \$ | 115.87 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 | \$ | 115.94 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 200 | \$ | 116.47 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 5,800 | \$ | 116.5 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 8,700 | \$ | 116.53 |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

| | | | | |
|--------------------|-----------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,300 \$ | 116.54 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,300 \$ | 116.55 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 5,000 \$ | 116.56 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,700 \$ | 116.57 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,400 \$ | 116.58 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 11,700 \$ | 116.6 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 \$ | 116.61 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 700 \$ | 116.63 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,000 \$ | 116.64 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 5,100 \$ | 116.65 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 400 \$ | 116.66 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 700 \$ | 116.67 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 3,300 \$ | 116.68 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,800 \$ | 116.7 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 13,600 \$ | 116.75 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 500 \$ | 116.77 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,700 \$ | 116.79 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 5,200 \$ | 116.8 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,800 \$ | 116.84 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 8,100 \$ | 116.85 |

| | | | | |
|--------------------|-----------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 5,500 \$ | 116.86 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 \$ | 116.88 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 4,200 \$ | 116.89 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 12,000 \$ | 116.9 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 \$ | 116.91 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 100 \$ | 116.92 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 300 \$ | 116.93 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,700 \$ | 116.94 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 11,900 \$ | 116.95 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 2,000 \$ | 116.96 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 1,900 \$ | 116.98 |
| ESL Partners, L.P. | 4/10/2008 | open market purchase | 15,000 \$ | 117 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 822 \$ | 117.08 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 2,904 \$ | 117.15 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 600 \$ | 117.17 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 26 \$ | 117.21 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 500 \$ | 117.22 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 1,550 \$ | 117.23 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 13,200 \$ | 117.24 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 17,891 \$ | 117.25 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 17,487 \$ | 117.26 |

| | | | | |
|--------------------|-----------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 3,723 \$ | 117.27 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 2,200 \$ | 117.28 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 4,400 \$ | 117.29 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 12,328 \$ | 117.3 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 1,600 \$ | 117.31 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 8,229 \$ | 117.33 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 300 \$ | 117.34 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 13,400 \$ | 117.35 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 901 \$ | 117.37 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 702 \$ | 117.39 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 18,666 \$ | 117.4 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 7,207 \$ | 117.41 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 200 \$ | 117.44 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 22,801 \$ | 117.45 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 197 \$ | 117.46 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 200 \$ | 117.47 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 5,478 \$ | 117.48 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 1,100 \$ | 117.49 |
| ESL Partners, L.P. | 4/11/2008 | open market purchase | 13,388 \$ | 117.5 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 200 \$ | 117.03 |

| | | | | |
|--------------------|---------|----------------------|-----------|--------|
| ESL Partners, L.P. | 4/14/08 | open market purchase | 9,900 \$ | 117.04 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 200 \$ | 117.06 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,500 \$ | 117.13 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,200 \$ | 117.21 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,600 \$ | 117.22 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,991 \$ | 117.24 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 13,834 \$ | 117.25 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 9,898 \$ | 117.26 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 800 \$ | 117.27 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 300 \$ | 117.28 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,000 \$ | 117.29 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,700 \$ | 117.3 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,605 \$ | 117.33 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,200 \$ | 117.35 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,302 \$ | 117.38 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 100 \$ | 117.39 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 300 \$ | 117.4 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 100 \$ | 117.42 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 800 \$ | 117.46 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,170 \$ | 117.49 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 41,800 \$ | 117.5 |

Edgar Filing: AUTOZONE INC - Form SC 13D/A

| | | | | |
|--------------------|---------|----------------------|-----------|---------|
| ESL Partners, L.P. | 4/14/08 | open market purchase | 800 \$ | 117.59 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 20,014 \$ | 117.6 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 986 \$ | 117.66 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 21,266 \$ | 117.75 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 100 \$ | 117.905 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 100 \$ | 117.94 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 19,900 \$ | 117.95 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 1,924 \$ | 117.96 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 410 \$ | 117.97 |
| ESL Partners, L.P. | 4/14/08 | open market purchase | 5,000 \$ | 118 |

EXHIBIT INDEX

Exhibit 3 Joint Filing Agreement, dated April 14, 2008, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., RBS Investment Management, L.L.C., RBS Partners, L.P., ESL Investments, Inc. and Edward S. Lampert.