AUTOZONE INC Form SC 13D/A December 12, 2011

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 44)*

AutoZone, Inc.	
(Name of Issuer)	
Common Stock, par value \$0.01 per share	
(Title of Class of Securities)	
053332102	
(CUSIP Number)	
	David A. Katz
7	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)

December 9, 2011			

(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).

1 NAME OF REPORTING PERSON

ESL Partners, L.P.

2	CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A	(a) X (b) _					
3	SEC USE ONLY			() =					
4	SOURCE OF FUNDS								
	N/A								
5		CLOSURE OF I	EGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR					
_	2(e) £		JOSCILL OF LEGILL PROCEEDINGS IS REQUIRED FOR SOME TO THEM 2(u) OR						
6	* /	ACE OF ORGA	ACE OF ORGANIZATION						
	Delaware								
	Beaware	7	SOLE VOTING POWER	R					
			3,893,420						
		8	SHARED VOTING POV	WER					
			_						
NUMBER OF SHARES			0						
	BENEFICIALLY			OWEN.					
	OWNED BY EACH	9	SOLE DISPOSITIVE PO	OWER					
R	EPORTING PERSON		2.002.420						
	WITH	40	3,893,420	E DOWED					
		10	SHARED DISPOSITIVE	E POWER					
			0						
11		A CCDEC A TE		LLV OWNED DV EACH DEDODTING					
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
		PERSON							
		9,414,138							
12			IE TUE ACCDECATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN					
14		SHARES £	II' THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN					
13			CI ACC DEDDECENTED	BY AMOUNT IN ROW (11)					
13		PERCENT OF	CLASS REFRESENTED	OBT AMOUNT IN ROW (11)					
		23.9%							
14		TYPE OF REP	ORTING PERSON						
		= = 1							

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

2	CHECK THE APPRO	PRIATE BOX I	RIATE BOX IF A MEMBER OF A (a) X (b) $_$						
3	SEC USE ONLY		(-)_						
4	SOURCE OF FUNDS								
	N/A								
5	CHECK BOX IF DISC 2(e) £	CLOSURE OF L	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR						
6	CITIZENSHIP OR PL	ACE OF ORGA	ANIZATION						
	Delaware	7	SOLE VOTING POWE	ZD.					
		1	SOLE VOTING POWE	CK					
			933						
		8	SHARED VOTING PC	WER					
NUMBER OF SHARES BENEFICIALLY			0						
	OWNED BY EACH	9	SOLE DISPOSITIVE P	OWER					
R)	EPORTING PERSON	SON	0.00						
	WITH	10	933	VE DOWED					
		10	SHARED DISPOSITIV	TE POWER					
			0						
11		AGGREGATE		ALLY OWNED BY EACH REPORTING					
		PERSON							
		9,414,138							
12			IF THE AGGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN					
		SHARES £							
PERCENT OF CLASS REPRESENTED BY AMOUNT		D BY AMOUNT IN ROW (11)							
		23.9%							
			0.000 M						
14			ORTING PERSON						
		PN							

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)					
3 4 5 6	SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £ CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware	7	SOLE VOTING POWER			
		8	1,311,775 SHARED VOTING POWER	₹		
	NUMBER OF SHARES		0			
p	BENEFICIALLY OWNED BY EACH EPORTING PERSON WITH	9	SOLE DISPOSITIVE POW	ER		
K	ELOKTING LEKSON WITH	10	1,311,775 SHARED DISPOSITIVE PO	OWER		
11		AGGREGATE AMO	0 DUNT BENEFICIALLY OWN	NED BY EACH REPORTING		
12		9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds				
13		PERCENT OF CLA	SS REPRESENTED BY AMO	OUNT IN ROW (11)		
		23.9%				
14		TYPE OF REPORTE	ING PERSON			

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Acres Partners, L.P.

2	CHECK THE APPRO	PRIATE BOX I	F A MEMBER OF A (a) X
	GROUP		(b) _
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
_	N/A	~	
5		CLOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
	2(e) £	ACE OF ORCA	NICATION
6	CITIZENSHIP OR PL Delaware	ACE OF ORGA	INIZATION
	Delaware	7	SOLE VOTING POWER
			2,000,000
		8	SHARED VOTING POWER
NUMBER OF SHARES			0
	BENEFICIALLY OWNED BY EACH	9	SOLE DISPOSITIVE POWER
F	REPORTING PERSON	,	SOLL DISTOSTITVL TOWER
•	WITH		2,000,000
		10	SHARED DISPOSITIVE POWER
			0
11		AGGREGATE PERSON	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
		0.414.120	
10		9,414,138	IE THE ACCRECATE AMOUNT IN DOW (11) EVOLUDES
12		CERTAIN SH.	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
13		-	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		I LICEIVI OI	CLASS REFRESENTED DT AMOUNT IN ROW (11)
		23.9%	
14		TYPE OF REP	PORTING PERSON

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

2	GROUP		ement, L.L.C. RIATE BOX IF A MEMBER OF A (a) X (b) _						
3	SEC USE ONLY SOURCE OF FUNDS N/A								
5	2(e) £		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR						
6	CITIZENSHIP OR PL	ACE OF ORGA	ANIZATION						
	Delaware	7	SOLE VOTING POWER						
		8	933 SHARED VOTING POWER						
NUMBER OF SHARES			0						
	BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER						
	WITH	10	933 SHARED DISPOSITIVE POWER						
11		AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING						
12		9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds							
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)						
		23.9%							
14		TYPE OF REPOO	PORTING PERSON						

CUSIP No. 053332102

Tynan, LLC

1 NAME OF REPORTING PERSON

2	CHECK THE APPRO	PRIATE BOX I	F A MEMBER OF A	(a) X
•	GROUP			(b) _
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
_	N/A		ECAL DROCEEDINGS	IC DECLUDED DUDGITANT TO ITEM 2(4) OD
5		CLOSURE OF L	LEGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR
	2(e) £ CITIZENSHIP OR PL	A CE OE OD CA	NIZATION	
6	Delaware	ACE OF ORGA	MNIZATION	
	Delaware	7	SOLE VOTING POWE	D
		/	SOLE VOTING POWE	K
			12,685	
		8	SHARED VOTING PO	W/ED
		O	SHARED VOIING FO	WEK
N	UMBER OF SHARES		0	
11	BENEFICIALLY		U	
	OWNED BY EACH	9	SOLE DISPOSITIVE P	OWER
	EPORTING PERSON		SOLL DISTOSITIVE I	OWER
1	WITH		12,685	
	***************************************	10	SHARED DISPOSITIV	E POWER
		10	SIN MED DIST OSTITY	LTO WER
			0	
11		AGGREGATE		LLY OWNED BY EACH REPORTING
		PERSON		
		9,414,138		
12		CHECK BOX	IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN
		SHARES £		
13		PERCENT OF	CLASS REPRESENTED	BY AMOUNT IN ROW (11)
		23.9%		
14			PORTING PERSON	
		OO		

CUSIP No. 053332102

RBS Partners, L.P.

1 NAME OF REPORTING PERSON

	KDS I artifets, L.I.			
	2 CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A	(a) X (b) _
	3 SEC USE ONLY			(0) =
	4 SOURCE OF FUNDS			
•				
	N/A	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		VG DEGLYNDED DVD GVA VE EG VEEL (4 (1) OD
		CLOSURE OF L	EGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR
	2(e) £			
(6 CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	Delaware			
		7	SOLE VOTING POWE	R
			5,205,195	
		8	SHARED VOTING PO	WER
		O	SIT INCLE VOTING TO	WER
	NUMBED OF SHADES		0	
	NUMBER OF SHARES		U	
	BENEFICIALLY			
	OWNED BY EACH	9	SOLE DISPOSITIVE P	OWER
	REPORTING PERSON			
	WITH		5,205,195	
		10	SHARED DISPOSITIV	E POWER
			0	
	11	AGGREGATE	AMOUNT BENEFICIA	LLY OWNED BY EACH REPORTING
		PERSON		
		LINSOIN		
		9,414,138		
	12			MOUNT IN DOW (11) EVOLUDES CEDTAIN
	12		IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN
		SHARES £		
	13	PERCENT OF	CLASS REPRESENTED	D BY AMOUNT IN ROW (11)
		23.9%		
	14	TYPE OF REP	ORTING PERSON	
		PN		

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

	LSL mycsinicits, mc.			
2	CHECK THE APPRO GROUP	PRIATE BOX I	F A MEMBER OF A	(a) X (b) _
3	SEC USE ONLY			(0) _
4	SOURCE OF FUNDS			
	N/A			
5		CLOSURE OF L	LEGAL PROCEEDINGS	IS REQUIRED PURSUANT TO ITEM 2(d) OR
	2(e) £			
6	CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	Delaware			
		7	SOLE VOTING POWE	R
			7,206,128	
		8	SHARED VOTING PO	WER
		O .	SHARLD VOINGTO	WLK
N	UMBER OF SHARES		0	
BENEFICIALLY			O	
	OWNED BY EACH	0	SOLE DISPOSITIVE P	OWED
		9	SOLE DISPOSITIVE P	OWER
K	EPORTING PERSON		- 206 120	
	WITH		7,206,128	
		10	SHARED DISPOSITIV	E POWER
			0	
11		AGGREGATE	AMOUNT BENEFICIA	LLY OWNED BY EACH REPORTING
		PERSON		
		9,414,138		
12			IF THE AGGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN
		SHARES £		
13			CLASS REPRESENTEI	D BY AMOUNT IN ROW (11)
10		TERCEIVI OI	CEI ISS REI RESERVIEI	BITHHOUTH IN NOW (II)
		23.9%		
14		TYPE OF REP	ORTING PERSON	
		CO		

1 NAME OF REPORTING PERSON

Edward S. Lampert

GROUP 3 SEC USE ONLY 4 SOURCE OF FUNDS N/A 5 CHECK BOX IF DIS 2(e) £ 6 CITIZENSHIP OR PI						
United States	7	SOLE VOTING POWER				
	8	9,387,016 SHARED VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	0 SOLE DISPOSITIVE POWER				
WITH	10	7,864,114 SHARED DISPOSITIVE POWER				
11	AGGREGATE PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING				
12 13	9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	23.9%					
14	TYPE OF REI	PORTING PERSON				

1 NAME OF REPORTING PERSON

William C. Crowley

2 CHECK THE APPRO	OPRIATE BOX I	PRIATE BOX IF A MEMBER OF A (a) X (b) _					
3 SEC USE ONLY	3 SEC USE ONLY 4 SOURCE OF FUNDS						
5 CHECK BOX IF DIS 2(e) £	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR						
6 CITIZENSHIP OR P. United States	LACE OF ORGA	ANIZATION					
	7	SOLE VOTING POWER					
	8	27,122 SHARED VOTING POWER					
NUMBER OF SHARES		0					
BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER					
WITH	10	19,901 SHARED DISPOSITIVE POWER					
11	AGGREGATI PERSON	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING					
12	9,414,138 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds						
13							
	23.9%						
14	TYPE OF REI	PORTING PERSON					

This Amendment No. 44 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. 44 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"), Tynan, LLC, a Delaware limited liability company ("Tynan"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), ESL Investments, Inc., a Delaware corporation ("Investments"), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined 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. 44 to report recent open-market sales of Shares that have decreased the amount of Shares that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

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

(a)-(b) As of December 9, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 9,414,138 Shares (which represents approximately 23.9% of the 39,322,000 Shares outstanding as of November 19, 2011, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 6, 2011).

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.	9,414,138 (1)	23.9%	3,893,420	0	3,893,420	0
ESL Institutional Partners, L.P.	9,414,138 (1)	23.9%	933	0	933	0

ESL Investors, L.L.C.	9,414,138 (1)	23.9%	1,311,775	0	1,311,775	0
Acres Partners L.P.	9,414,138 (1)	23.9%	2,000,000	0	2,000,000	0
RBS Investment, Management, L.L.C.	nt 9,414,138 (1)	23.9%	933 (2)	0	933 (2)	0
Tynan, LLC	9,414,138 (1)	23.9%	12,685	0	12,685	0
RBS Partners, L.P.	9,414,138 (1)	23.9%	5,205,195 (4)	0	5,205,195 (4)	0
ESL Investments, Inc.	9,414,138 (1)	23.9%	7,206,128 (5)	0	7,206,128 (5)	0
Lampert	9,414,138 (1)	23.9%	9,387,016 (6)	0	7,864,114 (3)	0
William C. Crowley	9,414,138 (1)	23.9%	27,122 (7)	0	19,901 (3)	0

- This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 12,685 Shares held by Tynan, 14,437 Shares held by Mr. Crowley, 2,134,572 Shares held by Mr. Lampert and 46,316 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (2) This number consists of 933 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 3,893,420 Shares held by Partners and 1,311,775 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (6) This number consists of 3,893,420 Shares held by Partners, 933 Shares held by Institutional, 1,311,775 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 2,134,572 Shares held by Mr. Lampert and 46,316 Shares held by The Lampert Foundation (formerly known as "The Edward and Kinga Lampert Foundation"), of which Mr. Lampert is a trustee.
- (7) This number consists of 12,685 Shares held by Tynan and 14,437 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 3,000 Shares.

- (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since November 3, 2011, the record date of the last Amendment on Schedule 13D by the Filing Persons.
- (d) Not applicable.
- (e) Not applicable.

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.

and statement is true, complete and correct
Dated: December 9, 2011
ESL PARTNERS, L.P.
By: RBS Partners, L.P., as its general partner
By: ESL Investments, Inc., as its general partner
By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer
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/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer

ESL INVESTORS, L.L.C.
By: RBS Partners, L.P., as its managing member
By: ESL Investments, Inc., as its general partner
By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer
ACRES PARTNERS, L.P.
By: ESL Investments, Inc., as its general partner
By: <u>/s/ Adrian J. Maizey</u>
Name: Adrian J. Maizey Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.
By: ESL Investments, Inc., as its manager
By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer
TYNAN, LLC
By: /s/ William C. Crowley Name: William C. Crowley Title: Manager
RBS PARTNERS, L.P.
By: ESL Investments, Inc., as its general partner
By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey Title: Chief Financial Officer
EDWARD S. LAMPERT
/s/ Edward S. Lampert
WILLIAM C. CROWLEY
/s/ William C. Crowley

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	Weighted Average Price per Share (\$)
ESL Partners, L.P	11/4/2011			•
		Open Market Sales	41,477	\$325.11
ESL Partners, L.P.	12/7/2011	Open Market Sales	39,996	\$334.19
ESL Partners, L.P.	12/7/2011	Open Market Sales	13,629	\$335.06
ESL Partners, L.P.	12/7/2011	Open Market Sales	251	\$338.07
ESL Partners, L.P.	12/8/2011	Open Market Sales	28,233	\$331.39
ESL Partners, L.P.	12/8/2011	Open Market Sales	7,166	\$332.52
ESL Partners, L.P.	12/8/2011	Open Market Sales	10,844	\$333.59
ESL Partners, L.P.	12/8/2011	Open Market Sales	111	\$334.10
ESL Partners, L.P.	12/9/2011	Open Market Sales	150,518	\$330.25
ESL Partners, L.P.	12/9/2011	Open Market Sales	3,260	\$331.17
ESL Partners, L.P.	12/9/2011	Open Market Sales	108	\$332.00
ESL Investors, L.L.C.	11/4/2011	Open Market Sales	13,041	\$325.11
ESL Investors, L.L.C.	12/8/2011	Open Market Sales	6,796	\$331.39
ESL Investors, L.L.C.	12/8/2011	Open Market Sales	1,725	\$332.52
ESL Investors, L.L.C.	12/8/2011	Open Market Sales	2,610	\$333.59
ESL Investors, L.L.C.	12/8/2011	Open Market Sales	27	\$334.10
ESL Investors, L.L.C.	12/9/2011	Open Market Sales	47,556	\$330.25
ESL Investors, L.L.C.	12/9/2011	Open Market Sales	1,030	\$331.17
ESL Investors, L.L.C.	12/9/2011	Open Market Sales	34	\$332.00
ESL Institutional	11/4/2011	Open Market Sales		
Partners,		•		
L.P.			10	\$325.11
ESL Institutional Partners,	12/7/2011	Open Market Sales		
L.P.			6	\$334.19
ESL Institutional Partners,	12/7/2011	Open Market Sales		
L.P.			2	\$335.06
ESL Institutional Partners,	12/8/2011	Open Market Sales		
L.P.			6	\$331.39
ESL Institutional Partners,	12/8/2011	Open Market Sales		
L.P.			2	\$332.52
ESL Institutional Partners,	12/8/2011	Open Market Sales		
L.P.			3	\$333.59
ESL Institutional Partners,	12/9/2011	Open Market Sales		
L.P.			35	\$330.25
ESL Institutional Partners,	12/9/2011	Open Market Sales		
L.P.			1	\$331.17
Edward S. Lampert	11/4/2011	Open Market Sales	21,896	\$325.11
Edward S. Lampert	12/7/2011	Open Market Sales	8,894	\$334.19
Edward S. Lampert	12/7/2011	Open Market Sales	3,031	\$335.06

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Edward S. Lampert	12/7/2011	Open Market Sales	56	\$338.07
Edward S. Lampert	12/8/2011	Open Market Sales	15,332	\$331.39
Edward S. Lampert	12/8/2011	Open Market Sales	3,891	\$332.52
Edward S. Lampert	12/8/2011	Open Market Sales	5,889	\$333.59
Edward S. Lampert	12/8/2011	Open Market Sales	60	\$334.10
Edward S. Lampert	12/9/2011	Open Market Sales	79,913	\$330.25
Edward S. Lampert	12/9/2011	Open Market Sales	1,731	\$331.17
Edward S. Lampert	12/9/2011	Open Market Sales	57	\$332.00
The Lampert Foundation	11/4/2011	Open Market Sales	482	\$325.11
The Lampert Foundation	12/7/2011	Open Market Sales	309	\$334.19
The Lampert Foundation	12/7/2011	Open Market Sales	105	\$335.06
The Lampert Foundation	12/7/2011	Open Market Sales	2	\$338.07
The Lampert Foundation	12/8/2011	Open Market Sales	318	\$331.39
The Lampert Foundation	12/8/2011	Open Market Sales	81	\$332.52
The Lampert Foundation	12/8/2011	Open Market Sales	122	\$333.59
The Lampert Foundation	12/8/2011	Open Market Sales	1	\$334.10
The Lampert Foundation	12/9/2011	Open Market Sales	1,755	\$330.25
The Lampert Foundation	12/9/2011	Open Market Sales	38	\$331.17
The Lampert Foundation	12/9/2011	Open Market Sales	1	\$332.00
Tynan, LLC ¹	11/4/2011	Open Market Sales	132	\$325.11
Tynan, LLC ¹	12/7/2011	Open Market Sales	85	\$334.19
Tynan, LLC ¹	12/7/2011	Open Market Sales	29	\$335.06
Tynan, LLC ¹	12/8/2011	Open Market Sales	87	\$331.39
Tynan, LLC ¹	12/8/2011	Open Market Sales	22	\$332.52
Tynan, LLC ¹	12/8/2011	Open Market Sales	33	\$333.59
Tynan, LLC ¹	12/8/2011	Open Market Sales	1	\$334.10
Tynan, LLC ¹	12/9/2011	Open Market Sales	480	\$330.25
Tynan, LLC ¹	12/9/2011	Open Market Sales	11	\$331.17

William C. Crowley ²	11/4/2011	Open Market Sales	79	\$325.11
William C. Crowley ²	12/7/2011	Open Market Sales	112	\$334.19
William C. Crowley ²	12/7/2011	Open Market Sales	38	\$335.06
William C. Crowley ²	12/7/2011	Open Market Sales	1	\$338.07
William C. Crowley ²	12/8/2011	Open Market Sales	56	\$331.39
William C. Crowley ²	12/8/2011	Open Market Sales	14	\$332.52
William C. Crowley ²	12/8/2011	Open Market Sales	22	\$333.59
William C. Crowley ²	12/9/2011	Open Market Sales	288	\$330.25
William C. Crowley ²	12/9/2011	Open Market Sales	6	\$331.17

¹ William C. Crowley is the sole manager of and a member of Tynan, LLC.

² These Shares are held in a grantor retained annuity trust, of which William C. Crowley is the trustee.