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).

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1 NAME OF REPORTING PERSON

9.7%

PN

TYPE OF REPORTING PERSON

14

ESL Partners, L.P.

2	CHECK THE APPRO	PRIATE BOX I	
3 4	GROUP SEC USE ONLY SOURCE OF FUNDS N/A		(b) _
5		CLOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
6	2(e) £ CITIZENSHIP OR PL	ACE OF ORGA	NIZATION
U	Delaware	ACE OF ORGA	INIZATION
		7	SOLE VOTING POWER
			2,271,831
		8	SHARED VOTING POWER
N	UMBER OF SHARES BENEFICIALLY		0
R	OWNED BY EACH EPORTING PERSON	9	SOLE DISPOSITIVE POWER
r	WITH		2,271,831
		10	SHARED DISPOSITIVE POWER
			0
11		AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
		3,805,201	
12		CHECK BOX SHARES £	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13			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		PRIATE BOX	IF A MEMBER OF A (a) X		
	GROUP		(b) _		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
_	N/A	CLOSUDE OF I	ECAL DDOCEEDINGS IS DECLUDED DUDGITANT TO ITEM 2(4) OD		
5	2(e)£	CLOSURE OF I	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PL	ACE OF ORGA	ANIZATION		
Ū	Delaware				
		7	SOLE VOTING POWER		
			634		
		8	SHARED VOTING POWER		
N	UMBER OF SHARES		0		
	BENEFICIALLY				
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER		
K	EPORTING PERSON WITH		634		
	VV 1111	10	SHARED DISPOSITIVE POWER		
		10	SIL KED DISTOSITIVE TO WER		
			0		
11 AGGREGA			TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING		
		PERSON			
		2 005 201			
12		3,805,201	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN		
14		SHARES £	II. THE AGGREGATE AMOUNT IN NOW (11) EACLODES CERTAIN		
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	TERCENT OF CEROS REFREDENTED BY THROUGH IN ROW (11)				

1 NAME OF REPORTING PERSON

2					
_	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) £				
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	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING		
		PERSON			
		3,805,201			
12		CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN		
		SHARES £			
			CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		9.7%			
14		TYPE OF REP	PORTING PERSON		
		OO			

1 NAME OF REPORTING PERSON

2 3 4	Tynan, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 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				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0				
		9	SOLE DISPOSITIVE POWER				
	WITH	10	8,550 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		PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
		9.7%					
14		TYPE OF REPOO	PORTING PERSON				

1 NAME OF REPORTING PERSON

2 3 4	RBS Partners, L.P. CHECK THE APPRO GROUP SEC USE ONLY SOURCE OF FUNDS		F A MEMBER OF A (a) X (b) _				
5	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) C 2(e) £						
6	CITIZENSHIP OR PL Delaware	ACE OF ORGA	ANIZATION				
		7	SOLE VOTING POWER				
		8	2,271,831 SHARED VOTING POWER				
N	IUMBER OF SHARES		0				
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 SHARES £	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
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.

	LSL mycsinicits, mc.			
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			
		7	SOLE VOTING POWE	ER
			2,272,465	
		8	SHARED VOTING PO	WER
N	UMBER OF SHARES		0	
	BENEFICIALLY			
	OWNED BY EACH	9	SOLE DISPOSITIVE P	POWER
R	EPORTING PERSON WITH		2,272,465	
	VV 1111	10	SHARED DISPOSITIV	YF POWER
		10	SIN INCLUDING CONTIN	E10WER
			0	
11		AGGREGATE		LLY OWNED BY EACH REPORTING
		PERSON		
		2.005.201		
10		3,805,201	TEMTTE A CODEC AME A	MOUNTED DOWN (11) EVOLUTED CERTAIN
12			IF THE AGGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN
12		SHARES £		DAY AMOUNTED DOWN (11)
13		PERCENT OF	CLASS REPRESENTEL	D BY AMOUNT IN ROW (11)
		9.7%		
		× 1 / 10		
14		TYPE OF REP	PORTING PERSON	
		СО		

1 NAME OF REPORTING PERSON

Edward S. Lampert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) _					
		(-) _			
SOURCE OF FUNDS					
N/A					
	CLOSURE OF L	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
CITIZENSHIP OR PL	ACE OF ORGA	NIZATION			
Office States	7	SOLE VOTING POWER			
		3,784,395			
	8	SHARED VOTING POWER			
UMBER OF SHARES		0			
OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
		2,732,713			
	10	SHARED DISPOSITIVE POWER			
		0			
	AGGREGATE PERSON	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING			
	2 905 201				
		IE THE ACCDECATE AMOUNT IN DOW (11) EVOLUDES			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	I LICLIVI OI	CLASS REI RESERVED DI AMOONT IN ROW (11)			
	9.7%				
	TYPE OF REF	PORTING PERSON			
	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISC 2(e) £ CITIZENSHIP OR PL United States UMBER OF SHARES BENEFICIALLY	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF L 2(e) £ CITIZENSHIP OR PLACE OF ORGA United States 7 8 UMBER OF SHARES BENEFICIALLY OWNED BY EACH EPORTING PERSON WITH 10 AGGREGATE PERSON 3,805,201 CHECK BOX CERTAIN SH PERCENT OF 9.7% TYPE OF REF			

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CUSIP No. 053332102

1 NAME OF REPORTING PERSON

William C. Crowley

2	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 DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR $2(e)$ £						
6	CITIZENSHIP OR PL United States	ACE OF ORGA	NIZATION				
	omed states	7	SOLE VOTING POWER				
			20,806				
		8	SHARED VOTING POWER				
N	UMBER OF SHARES BENEFICIALLY		0				
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER				
R	EPORTING PERSON WITH		16,225				
	***************************************	10	SHARED DISPOSITIVE POWER				
			0				
11		AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING				
		3,805,201					
12			IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
13		CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		9.7%					
14		TYPE OF REP IN	ORTING PERSON				

This Amendment No. 49 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. 4 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"), 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, 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. 49 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 January 24, 2012, the Filing Persons may be deemed to beneficially own an aggregate of 3,805,201 Shares (which represents approximately 9.7% of the 39,359,829 Shares outstanding as of December 12, 2011, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 15, 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.	3,805,201(1)	9.7%	2,271,831	0	2,271,831	0
ESL Institutional Partners, L.P.	3,805,201(1)	9.7%	634	0	634	0
			634 (2)	0	634 (2)	0

RBS Investment Management, L.L.C.	3,805,201(1)	9.7%				
Tynan, LLC	3,805,201(1)	9.7%	8,550	0	8,550	0
RBS Partners, L.P.	3,805,201(1)	9.7%	2,271,831 (4)	0	2,271,831 (4)	0
ESL Investments, Inc.	3,805,201(1)	9.7%	2,272,465(5)	0	2,272,465(5)	0
Edward S. Lampert	3,805,201(1)	9.7%	3,784,395(6)	0	2,732,713 (3)	0
William C. Crowley	3,805,201(1)	9.7%	20,806(7)	0	16,225 (3)	0

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- (1) This number consists of 2,271,831 Shares held by Partners, 634 Shares held by Institutional, 8,550 Shares held by Tynan, 12,256 Shares held by Mr. Crowley, 1,466,537 Shares held by Mr. Lampert and 45,393 Shares held by The Lampert Foundation, of which Mr. Lampert is a trustee.
- (2) This number consists of 634 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 2,271,831 Shares held by Partners.
- (5) This number consists of 2,271,831 Shares held by Partners and 634 Shares held by Institutional.
- (6) This number consists of 2,271,831 Shares held by Partners, 634 Shares held by Institutional, 1,466,537 Shares held by Mr. Lampert and 45,393 Shares held by The Lampert Foundation, of which Mr. Lampert is a trustee.
- (7) This number consists of 8,550 Shares held by Tynan and 12,256 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 January 18, 2012, the record date of the last Amendment on Schedule 13D by the Filing Persons.
- (d) Not applicable.
- (e) Not applicable.

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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: January 24, 2012

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

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

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Name: Adrian J. Maizey Title: Chief Financial Officer	
ESL INVESTMENTS, INC.	
By: <u>/s/ Adrian J. Maizey</u>	
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.	1/20/2012	Open Market Sales	182,043	347.04
ESL Partners, L.P.	1/23/2012	Open Market Sales	61,594	347.13
ESL Partners, L.P.	1/24/2012	Open Market Sales	14,624	346.79
ESL Institutional Partners, L.P.	1/20/2012	Open Market Sales	51	347.04
ESL Institutional Partners, L.P.	1/23/2012	Open Market Sales	17	347.13
ESL Institutional Partners, L.P.	1/24/2012	Open Market Sales	4	346.79
Edward S. Lampert	1/20/2012	Open Market Sales	117,930	347.04
Edward S. Lampert	1/23/2012	Open Market Sales	38,595	347.13
Edward S. Lampert	1/23/2012	Bona Fide Gift to the Lampert Foundation	14,385	N/A
Edward S. Lampert	1/24/2012	Open Market Sales	10,182	346.79
The Lampert Foundation	1/20/2012	Open Market Sales	2,516	347.04
The Lampert Foundation	1/23/2012	Open Market Sales	1,217	347.13
The Lampert Foundation	1/23/2012	Bona Fide Gift from Edward S. Lampert	14,385	N/A
The Lampert Foundation	1/24/2012	Open Market Sales	301	346.79
Tynan, LLC [1]	1/20/2012	Open Market Sales	708	347.04
Tynan, LLC [1]	1/23/2012	Open Market Sales	237	347.13
Tynan, LLC[1]	1/24/2012	Open Market Sales	59	346.79
William C. Crowley	1/20/2012	Open Market Sales	366	347.04
William C. Crowley	1/23/2012	Open Market Sales	125	347.13
William C. Crowley	1/24/2012	Open Market Sales	27	346.79

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