

RBS INVESTMENT MANAGEMENT LLC  
 Form 4  
 January 03, 2012

**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)  
 12/29/2011

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 Indirect Beneficial Ownership (Instr. 4) |   |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |   |
| Common Stock, par value \$0.01 per share | 12/30/2011                           |  | J <sup>(1)</sup>               |   | 450,484 <sup>(1)</sup>  | D  | \$ 0 <sup>(1)</sup> 2,967,719                         | I | See Footnotes <sup>(2)</sup> <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 12/29/2011                           |  | J <sup>(4)</sup>               |   | 17,338 <sup>(4)</sup>   | D  | \$ 0 <sup>(4)</sup> 1,156,452                         | I | See Footnotes <sup>(3)</sup> <sup>(5)</sup> |
| Common Stock, par                        | 12/30/2011                           |  | J <sup>(6)</sup>               |   | 1,156,452 <sup>(6)</sup>  | D  | \$ 0 <sup>(6)</sup> 0                                 | I | See Footnotes                               |

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|  |            |                         |                       |   |                            |           |                          |                                      |
|--|------------|-------------------------|-----------------------|---|----------------------------|-----------|--------------------------|--------------------------------------|
| value                                    |            |                         |                       |   |                            |           |                          | <u>(3)</u> <u>(5)</u>                |
| \$0.01 per share                         |            |                         |                       |   |                            |           |                          |                                      |
| Common Stock, par value \$0.01 per share | 12/29/2011 | <u>J<sup>(7)</sup></u>  | 17,338 <u>(7)</u>     | A | <u>\$ 0</u><br><u>(7)</u>  | 17,338    | I                        | See Footnotes <u>(3)</u> <u>(8)</u>  |
| Common Stock, par value \$0.01 per share | 12/29/2011 | <u>J<sup>(9)</sup></u>  | 17,338 <u>(9)</u>     | D | <u>\$ 0</u><br><u>(9)</u>  | 0         | I                        | See Footnotes <u>(3)</u> <u>(8)</u>  |
| Common Stock, par value \$0.01 per share |            |                         |                       |   |                            | 825       | I                        | See Footnotes <u>(3)</u> <u>(10)</u> |
| Common Stock, par value \$0.01 per share | 12/30/2011 | <u>J<sup>(11)</sup></u> | 1,984,636 <u>(11)</u> | D | <u>\$ 0</u><br><u>(11)</u> | 0         | I                        | See Footnotes <u>(3)</u> <u>(12)</u> |
| Common Stock, par value \$0.01 per share |            |                         |                       |   |                            | 1,895,516 | D <u>(3)</u> <u>(13)</u> |                                      |
| Common Stock, par value \$0.01 per share | 12/29/2011 | <u>J<sup>(14)</sup></u> | 17,033 <u>(14)</u>    | A | <u>\$ 0</u><br><u>(14)</u> | 1,912,549 | D <u>(3)</u> <u>(13)</u> |                                      |
| Common Stock, par value \$0.01 per share | 12/30/2011 | <u>J<sup>(15)</sup></u> | 32 <u>(15)</u>        | A | <u>\$ 0</u><br><u>(15)</u> | 1,912,581 | D <u>(3)</u> <u>(13)</u> |                                      |
| Common Stock, par value \$0.01 per share | 12/30/2011 | <u>J<sup>(16)</sup></u> | 32 <u>(16)</u>        | A | <u>\$ 0</u><br><u>(16)</u> | 32        | I                        | See Footnotes <u>(3)</u> <u>(17)</u> |
| Common Stock, par value                  | 12/30/2011 | <u>J<sup>(18)</sup></u> | 32 <u>(18)</u>        | D | <u>\$ 0</u><br><u>(18)</u> | 0         | I                        | See Footnotes <u>(3)</u> <u>(17)</u> |

\$0.01 per share

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830              |               | X         |         |       |
| ESL PARTNERS, L.P.<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830            |               | X         |         |       |
| ESL INVESTORS LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830             |               | X         |         |       |
| ESL INSTITUTIONAL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830           |               | X         |         |       |

|  |   |
|--|---|
| RBS INVESTMENT MANAGEMENT LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 | X |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830          | X |

## Signatures

|   |            |
|---|------------|
| /s/ Edward S. Lampert   | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| 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, Chief Financial Officer                      | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer                           | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| 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, Chief Financial Officer | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer  | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer   | 01/03/2012 |
| __Signature of Reporting Person   | Date       |
| RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer  | 01/03/2012 |
| __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) ESL Partners, L.P. ("Partners") distributed these shares of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), on a pro rata basis to limited partners that elected in 2011 to redeem all or a portion of their interest in Partners.
- (2) These Shares are held by Partners.
- (3) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS, RBS Investment Management, L.L.C. ("RBSIM"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. 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.
- (4) ESL Investors, L.L.C. ("Investors") distributed these Shares on a pro rata basis to the managing member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- (5) These Shares are held in an account established by the investment member of Investors.

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- (6) Investors distributed these Shares on a pro rata basis to the investment member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors. Following these distributions, Investors will no longer be a Reporting Person.
- (7) RBS Partners, L.P. ("RBS"), the managing member of Investors, acquired these Shares in a pro rata distribution from Investors in connection with the restructuring of Investors and the termination of its pecuniary interest in the Shares held by Investors.
- (8) These Shares are held by RBS.
- (9) RBS distributed these Shares, which were received in connection with the termination of its pecuniary interest in the Shares held by Investors, on a pro rata basis to its partners.
- (10) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (11) Acres Partners, L.P. ("Acres") distributed these Shares on a pro rata basis to its partners. Following these distributions, Acres will no longer be a Reporting Person.
- (12) These Shares are held by Acres.
- (13) These Shares are held by Edward S. Lampert.
- (14) These Shares were received in a pro rata distribution from RBS to its partners.
- (15) These Shares were received in a pro rata distribution from Investments to its shareholders.
- (16) These Shares were received in a pro rata distribution from Acres to its partners.
- (17) These Shares are held by Investments.
- (18) Investments distributed these Shares on a pro rata basis to its shareholders.

### 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 Page

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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