

RBS INVESTMENT MANAGEMENT LLC
 Form 4
 June 03, 2010

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)
 06/01/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/01/2010		S		52,127	D	\$ 193.86 (1)
Common Stock, par value \$0.01 per share	06/02/2010		S		242,952	D	\$ 192.14 (3)
Common Stock, par	06/01/2010		S		11,546	D	\$ 2,705,119 193.86

See Footnotes (1) (2) (18)

See Footnotes (2) (3) (18)

See Footnotes

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value					<u>(1)</u>				<u>(1) (4) (18)</u>
\$0.01 per share									
Common Stock, par value	06/02/2010	S	53,817	D	\$ <u>192.14</u> <u>(3)</u>	2,651,302	I		See Footnotes <u>(3) (4) (18)</u>
\$0.01 per share									
Common Stock, par value	06/01/2010	S	8	D	\$ <u>193.86</u> <u>(1)</u>	1,956	I		See Footnotes <u>(1) (5) (18)</u>
\$0.01 per share									
Common Stock, par value	06/02/2010	S	39	D	\$ <u>192.14</u> <u>(3)</u>	1,917	I		See Footnotes <u>(3) (5) (18)</u>
\$0.01 per share									
Common Stock, par value	06/01/2010	S	2,253	D	\$ <u>193.86</u> <u>(1)</u>	527,766	I		See Footnotes <u>(1) (6) (18)</u>
\$0.01 per share									
Common Stock, par value	06/02/2010	S	10,500	D	\$ <u>192.14</u> <u>(3)</u>	517,266	I		See Footnotes <u>(3) (6) (18)</u>
\$0.01 per share									
Common Stock, par value	06/01/2010	S	3,594	D	\$ <u>193.86</u> <u>(1)</u>	842,065	D <u>(1) (7)</u> <u>(18)</u>		
\$0.01 per share									
Common Stock, par value	06/02/2010	S	16,752	D	\$ <u>192.14</u> <u>(3)</u>	825,313	D <u>(3) (7)</u> <u>(18)</u>		
\$0.01 per share									
Common Stock, par value	06/02/2010	J <u>(8)</u> V	2,275,821 <u>(8)</u>	D	\$ 0 <u>(8)</u>	9,693,359	I		See Footnotes <u>(2) (9) (10)</u> <u>(18)</u>
\$0.01 per share									
Common Stock, par value	06/02/2010	J <u>(11)</u> V	2,275,821 <u>(11)</u>	D	\$ 0 <u>(11)</u>	0	I		See Footnotes <u>(9) (10) (12)</u>
\$0.01 per share									

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\$0.01 per share									(18)
Common Stock, par value \$0.01 per share	06/02/2010	J ⁽¹³⁾ V	1,182,851 ₍₁₃₎	D	\$ 0 ⁽¹³⁾	2,000,000	I		See Footnotes <u>(9)</u> <u>(10)</u> <u>(14)</u> <u>(18)</u>
Common Stock, par value \$0.01 per share	06/02/2010	J ⁽¹⁵⁾ V	506,921 ₍₁₅₎	D	\$ 0 ⁽¹⁵⁾	0	I		See Footnotes <u>(9)</u> <u>(10)</u> <u>(18)</u>
Common Stock, par value \$0.01 per share						31,316	I		See Footnotes <u>(9)</u> <u>(10)</u> <u>(16)</u> <u>(18)</u>
Common Stock, par value \$0.01 per share						3,558,679 ₍₁₇₎	D ⁽⁷⁾ <u>(9)</u> <u>(10)</u> <u>(18)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830		X		
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		

Signatures

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

06/03/2010

__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 of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$193.75 to \$194.04 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, 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) This price represents the approximate weighted average price per Share of sales that were executed at prices ranging from \$192.00 to \$192.43 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
 - (4) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
 - (5) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
 - (6) These Shares are held by ESL Investments, Inc. ("Investments").

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- (7) These Shares are held by Edward S. Lampert.

As part of an internal restructuring by the Reporting Persons that occurred on June 2, 2010, Partners distributed these Shares to its general partner, RBS Partners, L.P. ("RBS"). RBS then immediately distributed 2,257,761 of these Shares to Mr. Lampert and 18,060 of

- (8) these Shares to William C. Crowley. Mr. Lampert and Mr. Crowley are parties to an agreement with Partners that generally requires Mr. Lampert and Mr. Crowley to sell these Shares received, and to make certain purchases of additional Shares of the Issuer, on a pro rata basis with Partners, at the same time and on substantially the same economic terms and conditions (subject to certain legal, tax, accounting or regulatory considerations).

- (9) The internal restructuring transactions described herein will result in direct ownership by Mr. Lampert and Mr. Crowley of a portion of their respective indirect ownership interests in the Issuer. Specifically, Partners is making a partial distribution to RBS based on RBS's pro rata share of the assets of Partners. Of that distribution, a portion of the Shares indirectly owned by Mr. Lampert will initially be retained by ESL Partners and, upon expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Approval"), will be distributed to RBS, which in turn will make a distribution to Mr. Lampert. Filing for HSR Approval is expected to be made shortly.

- (10) As a result of this internal restructuring, described in footnote 8 above and footnote 15 below, both after the distribution of Shares reflected in this filing, and after the additional distribution of Shares to Mr. Lampert upon receiving HSR Approval, the combined direct and indirect ownership of Mr. Lampert and Mr. Crowley in the Issuer, and the pecuniary interest of each of Mr. Lampert and Mr. Crowley in the Issuer, will not change.

- (11) These Shares were distributed by RBS to Mr. Lampert and Mr. Crowley as a result of the transactions described in footnote 8 above.

- (12) These Shares are held by RBS.

- (13) These shares were distributed by Acres Partners, L.P. ("Acres") to its limited partners.

- (14) These Shares are held by Acres.

- (15) These Shares were distributed by Investments to Mr. Lampert and Mr. Crowley. As a result of this transaction, Mr. Lampert directly holds Shares in which he previously held an indirect interest through his interest in Investments.

- (16) These Shares are held in grantor retained annuity trusts, of which Mr. Lampert is the trustee.

- (17) These Shares include 2,257,761 Shares distributed by RBS as a result of the transactions described in footnote 8 above and 506,921 Shares distributed by Investments as a result of the transactions described in footnote 15 above. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously held an indirect interest.

- (18) This Form 4 is filed on behalf of Mr. Lampert, 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. Mr. Crowley is separately filing a Statement of Changes in Beneficial Ownership on Form 4 in connection with these transactions and disclaims beneficial ownership of all securities beneficially owned by Mr. Lampert.

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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