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AUTOZONE INC
Form SC 13D/A
December 18, 2001

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

SCHEDULE 13D
(AMENDMENT NO. 13)

Under the Securities Exchange Act of 1934

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

053332-10-2

(CUSIP Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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

December 17, 2001

(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 Sections 240.13d-1(e), (f) or (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 Section 240.13d-7(b) 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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SCHEDULE 13D

 CUSIP No. 053332-10-2

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Partners, L.P.
 22-2875193

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) []

N/A

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 7 SOLE VOTING POWER

13,298,753

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

13,298,753

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,841,389

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES []

N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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25.83% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

2

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

3,011,389

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,011,389

10 SHARED DISPOSITIVE POWER

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		447,990	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		-----	
	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		447,990	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	27,841,389		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
	N/A		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	25.83% (1)		
14	TYPE OF REPORTING PERSON		
	PN		

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

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CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	ESL Investors, L.L.C., a Delaware limited liability company 13-4095958	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []
3	SEC USE ONLY	

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4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,521,365

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,521,365

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,841,389

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.83% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Acres Partners, L.P., a Delaware limited partnership 06-1458694	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		7,946,213
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		7,946,213
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	27,841,389	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	25.83% (1)	
14	TYPE OF REPORTING PERSON	
	PN	

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K

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for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

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CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marion Partners, L.P., a Delaware limited partnership 06-1527654	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
		7 SOLE VOTING POWER
		1,124,840
	NUMBER OF SHARES	8 SHARED VOTING POWER
	BENEFICIALLY	0
	OWNED BY	9 SOLE DISPOSITIVE POWER
	EACH	1,124,840
	REPORTING	10 SHARED DISPOSITIVE POWER
	PERSON	0
	WITH	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	27,841,389	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.83% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

7

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Blue Macaw Partners, L.P., a Delaware limited partnership
06-1573985

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

488,350

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

488,350

10 SHARED DISPOSITIVE POWER

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		2,489	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		-----	
	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		2,489	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	27,841,389		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	N/A		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	25.83% (1)		
14	TYPE OF REPORTING PERSON		
	IN		

(1) Based on 107,807,339 shares of common stock issued and outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001.

This Amendment No. 13 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D (as previously amended) filed by ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, LLC, a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), Marion Partners, L.P., a Delaware limited partnership ("Marion"), Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw") and Edward S. Lampert, a U.S. citizen ("Mr. Lampert"), by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D previously filed with the Securities and Exchange Commission.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended as follows:

Mr. Lampert, a director of the Issuer, owns an aggregate of 2,489

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Shares, which he received directly from the Issuer pursuant to the Issuer's director compensation plan.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended as follows:

From December 7, 2001 through December 18, 2001, the Filing Persons sold 1,501,000 Shares in the aggregate in accordance with the exemption from the registration requirements of the Securities Act of 1933, as amended (the "1933 Act"), provided by Rule 144 ("Rule 144"). Following these transactions, the Filing Persons continue to hold 27,841,389 Shares which is approximately 25.83% of the shares outstanding as of October 15, 2001 as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001. Following these transactions, the Filing Persons are entitled to vote 19,444,066 shares or 18.04% of the shares which were reported as outstanding as of October 15, 2001.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

(a) Pursuant to that certain Joint Filing Agreement, entered into by and among the Filing Persons, dated as of January 29, 2001 (incorporated herein by reference to Exhibit 1 to Amendment No. 7 to Schedule 13D, filed on January 29, 2001), each of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and Mr. Lampert may be deemed to beneficially own 27,841,389 Shares (which is approximately 25.83% of the Shares outstanding as of October 15, 2001, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 25, 2001, filed with the SEC on November 16, 2001).

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(b)

	Sole Voting Power	Shared Voting Power	Sole Dispositive Power
ESL Partners, L.P.	13,298,753	0	13,298,753
ESL Limited	3,011,389	0	3,011,389
ESL Institutional Partners, L.P.	447,990	0	447,990
ESL Investors, L.L.C.	1,521,365	0	1,521,365
Acres Partners, L.P.	7,946,213	0	7,946,213
Marion Partners, L.P.	1,124,840	0	1,124,840
Blue Macaw Partners, L. P.	488,350	0	488,350
Edward S. Lampert	2,489	0	2,489

(c) Since the most recent filing on Schedule 13D, the only transactions in the Shares by Mr. Lampert were an additional 124 Shares issued to Mr. Lampert pursuant to Mr. Lampert's role as a director of the Issuer since December 9, 1999, and pursuant to the Issuer's director compensation plan. Since the most recent filing on Schedule 13D, there have been no transactions in the Shares by any of the Filing Persons, other than as set forth in this Item 5 and in Schedule A attached hereto and incorporated herein by reference.

SIGNATURE

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

Date: December 18, 2001

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner
By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

ESL LIMITED

By: ESL Investment Management, LLC, its
investment manager

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general
partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager
By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

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ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

/s/ Edward S. Lampert

EDWARD S. LAMPERT

13

SCHEDULE A

TRANSACTIONS IN THE SHARES IN THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING OF SCHEDULE 13D

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL WERE:

Date of Sale	Shares Sold	Price Per Share
-----	-----	-----
12/07/01	26,000	\$ 76.769
12/10/01	161,859	74.330
12/11/01	45,336	73.692

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12/12/01	3,500	73.807
12/12/01	129,101	73.199
12/13/01	203,206	73.836
12/14/01	20,500	73.000
12/14/01	17,109	73.506
12/17/01	99,983	73.566
12/18/01	63,445	73.937
12/18/01	118,577	74.000

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY LIMITED WERE:

Date of Sale	Shares Sold	Price Per Share
12/10/01	28,525	\$ 74.330
12/11/01	6,809	73.692
12/12/01	20,667	73.199
12/13/01	31,832	73.836
12/14/01	5,969	73.506
12/17/01	15,712	73.566
12/18/01	9,962	73.937
12/18/01	18,557	74.000

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL WERE:

Date of Sale	Shares Sold	Price Per Share
12/10/01	5,247	\$ 74.330
12/11/01	1,241	73.692
12/12/01	3,728	73.199
12/13/01	5,777	73.836
12/14/01	1,027	73.506
12/17/01	2,878	73.566
12/18/01	1,755	73.937
12/18/01	3,354	74.000

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ACRES WERE:

Date of Sale	Shares Sold	Price Per Share
--------------	-------------	-----------------

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12/10/01	82,869	\$ 74.330
12/11/01	22,614	73.692
12/12/01	66,504	73.199
12/13/01	116,885	73.836
12/14/01	18,895	73.506
12/17/01	50,227	73.566
12/18/01	31,838	73.937
12/18/01	59,512	74.000