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AUTOZONE INC
Form SC 13D/A
November 01, 2005

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 22)*

AUTOZONE, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

Thomas H. Bell
LeAnn S. Leutner
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

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

October 28, 2005

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Section 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

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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
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

ESL Partners, L.P.

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 ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
12,195,661

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
12,195,661

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

ESL Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
71,771

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
71,771

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

ESL Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
3,863,801

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
3,863,801

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
OO

CUSIP NO. 053332102

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

Acres Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
5,875,557

NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER

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EACH 5,875,557
 REPORTING -----
 PERSON WITH 10 SHARED DISPOSITIVE POWER
 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 28.75%

14 TYPE OF REPORTING PERSON
 PN

CUSIP NO. 053332102 PAGE 6 OF 17 PAGES

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

 ESL Investment Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7 SOLE VOTING POWER
 19,310

NUMBER OF 8 SHARED VOTING POWER
 SHARES 0

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
 EACH 19,310

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 28.75%

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14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

RBS Investment Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
71,771

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
71,771

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

RBS Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
16,059,462

NUMBER OF 8 SHARED VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH 16,059,462

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

ESL Investments, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

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22,006,790

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 22,006,790

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.75%

14 TYPE OF REPORTING PERSON CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITY ONLY)

Edward S. Lampert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER 22,030,321

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 22,030,321

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,030,321

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.75%

14 TYPE OF REPORTING PERSON
IN

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This Amendment No. 22 to Schedule 13D (this "Amendment") amends the Schedule 13D, as previously amended, filed 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"), ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM") and Edward S. Lampert by furnishing the information set forth below. This Amendment is being filed to report the acquisition by the Filing Persons (as defined below) of beneficial ownership of additional Shares of the Issuer. This Amendment also adds RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), and ESL Investments, Inc., a Delaware corporation ("Investments"), as Filing Persons. Partners, Institutional, Investors, Acres, ESLIM, RBSIM, RBS, Investments and Mr. Lampert are collectively defined in this Amendment as the "Filing Persons." Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is amended and restated in its entirety as follows:

(a) This Statement is filed by a group consisting of Partners, Institutional, Investors, Acres, ESLIM, RBSIM, RBS, Investments and Mr. Lampert.

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of Investments are set forth below. The principal business address of each such director or executive officer is 200 Greenwich Avenue, Greenwich, CT 06830. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Investments.

NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION	CITIZENSHIP
Robert Jackowitz	Treasurer	United States
William C. Crowley	President and Chief Operating Officer	United States
Edward S. Lampert	Director, Chairman and Chief Executive Officer	United States

(b) The principal business address of each of Partners, Institutional, Investors, Acres, ESLIM, RBSIM, RBS, Investments and Mr. Lampert is 200 Greenwich Avenue, Greenwich, Connecticut 06830.

(c) This Statement is filed by a group consisting of Partners,

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Institutional, Investors, Acres, ESLIM, RBSIM, RBS, Investments and Mr. Lampert. RBS is the general partner of Partners and the managing member of Investors. Investments is the general partner of each of RBS and Acres and the managing member of RBSIM. RBSIM is the general partner of Institutional. Mr. Lampert is the sole stockholder of Investments and the managing member of ESLIM.

The principal business of each of Partners, Institutional, Investors, Acres and ESLIM is purchasing, holding and selling securities for investment purposes. The principal business of RBS is serving as the general partner of Partners and as the managing member of Investors. The principal business of Investments is serving as the general partner of each of RBS and Acres and as the managing member of RBSIM. The principal business of RBSIM is serving as the general partner of Institutional. Mr. Lampert's principal business is serving as the Chief Executive Officer and director of Investments and as the managing member of ESLIM.

(d) and (e) During the past five years, none of the foregoing entities or persons has been convicted in a criminal proceeding or been a party to a civil proceeding, in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

(f) Partners, Institutional, Investors, Acres, ESLIM, RBSIM, RBS and Investments are organized in Delaware, and Mr. Lampert is a United States citizen.

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

Item 3 is supplemented as follows:

On October 28, 2005, Partners acquired 674,718 Shares for aggregate consideration of approximately \$52,704,034.53 using working capital. On October 28, 2005, Investors acquired 5,282 Shares for aggregate consideration of approximately \$413,765.47 using working capital.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended in its entirety as follows:

(a) The Filing Persons may be deemed to beneficially own an aggregate of 22,030,321 Shares (which represents approximately 28.75% of the Shares outstanding as of October 17, 2005).

(b)	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER
E ESL Partners, L.P.	12,195,661	0	12,195,661
E ESL Institutional Partners, L.P.	71,771	0	71,771
E ESL Investors, L.L.C.	3,863,801	0	3,863,801
A Acres Partners, L.P.	5,875,557	0	5,875,557
E ESL Investment Management, LLC	19,310	0	19,310
E RBS Investment Management, LLC	71,771	0	71,771
E RBS Partners, L.P.	16,059,462	0	16,059,462
E ESL Investments, Inc.	22,006,790	0	22,006,790
E Edward S. Lampert	22,030,321	0	22,030,321

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(c) Except as set forth in this Amendment, there have been no transactions in the Shares by any of the Filing Persons during the past sixty days. On October 28, 2005, Partners purchased 500,000 Shares at a purchase price of \$78.0350 per share in an open market transaction and purchased 174,718 Shares at a purchase price of \$78.3350 per share in an open market transaction. On October 28, 2005, Investors purchased 5,282 Shares at a purchase price of \$78.3350 per share in an open market transaction. On September 1, 2005, Mr. Lampert, a director of the Issuer, was granted 106 Shares under the Issuer's 2003 Director Compensation Plan.

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is amended and restated in its entirety as follows:

- Exhibit 1 Joint Filing Agreement, dated as of November 1, 2005, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., ESL Investment Management, LLC, RBS Investment Management, LLC, RBS Partners, L.P., ESL Investments, Inc. and Edward S. Lampert.
- Exhibit 2 Underwriting Agreement, dated October 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc. (incorporated by reference herein from Amendment No. 18 to Schedule 13D filed on November 3, 2003).

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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 Amendment is true, complete and correct.

Date: November 1, 2005

ESL PARTNERS, L.P.

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

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its
general partner
By: ESL Investments, Inc., its managing member

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

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ESL INVESTORS, L.L.C.

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

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: Robert Jackowitz

Robert Jackowitz
Treasurer

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

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RBS INVESTMENT MANAGEMENT, LLC

By: ESL Investments, Inc., its managing member

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

ESL INVESTMENTS, INC.

By: /s/ Robert Jackowitz

Robert Jackowitz
Treasurer

/s/ Edward S. Lampert

EDWARD S. LAMPERT

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INDEX TO EXHIBITS

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- Exhibit 1 Joint Filing Agreement, dated as of October 31, 2005, by and among ESL Partners, L.P., ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., ESL Investment Management, LLC, RBS Investment Management, LLC, RBS Partners, L.P., ESL Investments, Inc. and Edward S. Lampert.
- Exhibit 2 Underwriting Agreement, dated October 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc. (incorporated by reference herein from Amendment No. 18 to Schedule 13D filed on November 3, 2003).