

RBS INVESTMENT MANAGEMENT LLC
 Form 4
 December 09, 2011

FORM 4

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

OMB APPROVAL

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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)
 12/07/2011

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)
Common Stock, par value \$0.01 per share	12/07/2011		S	39,996	D \$ 334.19 (1)	4,107,540	I See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	12/07/2011		S	13,629	D \$ 335.06 (4)	4,093,911	I See Footnotes (2) (3)
Common Stock, par	12/07/2011		S	251	D \$ 338.07	4,093,660	I See Footnotes

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value					<u>(5)</u>				<u>(2)</u> <u>(3)</u>
\$0.01 per share									
Common Stock, par value	12/08/2011	S	28,233	D	\$ 331.39	4,065,427	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share					<u>(6)</u>				
Common Stock, par value	12/08/2011	S	7,166	D	\$ 332.52	4,058,261	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share					<u>(7)</u>				
Common Stock, par value	12/08/2011	S	10,844	D	\$ 333.59	4,047,417	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share					<u>(8)</u>				
Common Stock, par value	12/08/2011	S	111	D	\$ 334.1	4,047,306	I		See Footnotes <u>(2)</u> <u>(3)</u>
\$0.01 per share									
Common Stock, par value	12/08/2011	S	6,796	D	\$ 331.39	1,364,757	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share					<u>(6)</u>				
Common Stock, par value	12/08/2011	S	1,725	D	\$ 332.52	1,363,032	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share					<u>(7)</u>				
Common Stock, par value	12/08/2011	S	2,610	D	\$ 333.59	1,360,422	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share					<u>(8)</u>				
Common Stock, par value	12/08/2011	S	27	D	\$ 334.1	1,360,395	I		See Footnotes <u>(3)</u> <u>(9)</u>
\$0.01 per share									
Common Stock, par value	12/07/2011	S	6	D	\$ 334.19	982	I		See Footnotes <u>(3)</u> <u>(10)</u>
value					<u>(1)</u>				

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\$0.01 per share								
Common Stock, par value \$0.01 per share	12/07/2011	S	2	D	\$ 335.06 (4)	980	I	See Footnotes (3) (10)
Common Stock, par value \$0.01 per share	12/08/2011	S	6	D	\$ 331.39 (6)	974	I	See Footnotes (3) (10)
Common Stock, par value \$0.01 per share	12/08/2011	S	2	D	\$ 332.52 (7)	972	I	See Footnotes (3) (10)
Common Stock, par value \$0.01 per share	12/08/2011	S	3	D	\$ 333.59 (8)	969	I	See Footnotes (3) (10)
Common Stock, par value \$0.01 per share	12/07/2011	S	8,894	D	\$ 334.19 (1)	2,244,532	D (3) (11)	
Common Stock, par value \$0.01 per share	12/07/2011	S	3,031	D	\$ 335.06 (4)	2,241,501	D (3) (11)	
Common Stock, par value \$0.01 per share	12/07/2011	S	56	D	\$ 338.07 (5)	2,241,445	D (3) (11)	
Common Stock, par value \$0.01 per share	12/08/2011	S	15,332	D	\$ 331.39 (6)	2,226,113	D (3) (11)	
Common Stock, par value \$0.01 per	12/08/2011	S	3,891	D	\$ 332.52 (7)	2,222,222	D (3) (11)	

share

Common Stock, par value \$0.01 per share
 12/08/2011 S 5,889 D \$ 333.59 2,216,333 D (3) (11)
(8)

Common Stock, par value \$0.01 per share
 12/08/2011 S 60 D \$ 334.1 2,216,273 D (3) (11)

Common Stock, par value \$0.01 per share
 2,000,000 I See Footnotes (3) (12)

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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

X

