

Edgar Filing: RBS INVESTMENT MANAGEMENT LLC - Form 4

value					<u>(4)</u>				<u>(2)</u> <u>(10)</u>
\$0.01 per share									
Common Stock, par value	11/03/2010	S	14,308	D	\$ 238.13	2,187,318	I		See Footnotes <u>(5)</u> <u>(10)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	11/04/2010	S	33,143	D	\$ 238.81	2,154,175	I		See Footnotes <u>(5)</u> <u>(10)</u>
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	11/05/2010	S	23,220	D	\$ 240.24	2,130,955	I		See Footnotes <u>(5)</u> <u>(10)</u>
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	11/03/2010	S	10	D	\$ 238.13	1,583	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	11/04/2010	S	24	D	\$ 238.81	1,559	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	11/05/2010	S	17	D	\$ 240.24	1,542	I		See Footnotes <u>(6)</u> <u>(10)</u>
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	11/03/2010	S	23,615	D	\$ 238.13	3,594,729	D <u>(7)</u> <u>(10)</u>		
\$0.01 per share					<u>(1)</u>				
Common Stock, par value	11/04/2010	S	54,705	D	\$ 238.81	3,540,024	D <u>(7)</u> <u>(10)</u>		
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	11/05/2010	S	38,325	D	\$ 240.24	3,501,699	D <u>(7)</u> <u>(10)</u>		
					<u>(4)</u>				

\$0.01 per share

Common Stock, par value \$0.01 per share

15,542

I

See Footnotes (8) (10)

Common Stock, par value \$0.01 per share

2,000,000

I

See Footnotes (9) (10)

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

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SEC 1474 (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
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	11/05/2010
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer	11/05/2010
__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	11/05/2010
__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	11/05/2010
__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	11/05/2010
__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	11/05/2010
__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	11/05/2010
__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)

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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 \$238.00 to \$238.50 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 \$238.50 to \$239.42 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) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$240.00 to \$240.50 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.

(5) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").

(6) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").

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

(8) These Shares are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.

(9) These Shares are held by Acres Partners, L.P. ("Acres")

(10) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS Partners, L.P. ("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.

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

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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