AUTOZONE INC Form SC 13D/A October 27, 2011

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 42)*

AutoZone, Inc.		
(Name of Issuer)		
Common Stock, par value \$0.01 per share		
(Title of Class of Securities)		
053332102		
(CUSIP Number)		
	David A. Katz	

David A. Katz

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

October 24, 2011			

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §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 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).

CUSIP No. 053332102

14

1 NAME OF REPORTING PERSON

ESL Partners, L.P.

2 3 4 5 6	GROUP (b) _ SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR $2(e)$ £			
	Delaware	7	SOLE VOTING POWER	
		8	4,474,915 SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		9	0 SOLE DISPOSITIVE POWER	
	WITH	10	4,474,915 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12 13		10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		26.3%		

TYPE OF REPORTING PERSON

PN

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Institutional Partners, L.P.

26.3%

PN

TYPE OF REPORTING PERSON

14

2 3 4 5	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £			
	Delaware	7	SOLE VOTING POWER	
		8	1,067 SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		9	0 SOLE DISPOSITIVE POWER	
RI	REPORTING PERSON WITH	10	1,067 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12 13		10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) _			
2(e) £			
Delaware	7	SOLE VOTING POWER	
	8	1,483,761 SHARED VOTING POWE	R
NUMBER OF SHARES		0	
OWNED BY EACH EPORTING PERSON WITH	9	SOLE DISPOSITIVE POW	ER
	10	1,483,761 SHARED DISPOSITIVE P	OWER
	AGGREGATE AMO	0 OUNT BENEFICIALLY OW	NED BY EACH REPORTING
	10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES f		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	26.3%		
	TYPE OF REPORTING PERSON OO		
	SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOS 2(e) £ CITIZENSHIP OR PLACE Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PRO 2(e) £ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PORTING PERSON WITH 10 AGGREGATE AMO PERSON 10,473,595 CHECK BOX IF TH CERTAIN SHARES PERCENT OF CLA 26.3% TYPE OF REPORT	SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(e) £ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 1,483,761 8 SHARED VOTING POWE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH EPORTING PERSON WITH 1,483,761 10 SHARED DISPOSITIVE POW PERSON 10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMO 26.3% TYPE OF REPORTING PERSON

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

Acres Partners, L.P.

2	CHECK THE APPROP	PRIATE BOX IF A	A MEMBER OF A (a) X (b) _
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	N/A		
5	CHECK BOX IF DISC. 2(e) £	LOSURE OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
6	CITIZENSHIP OR PLA	CE OF ORGAN	IZATION
Ü	Delaware	ied of oftern	
	Delaware	7	SOLE VOTING POWER
			2,000,000
		8	SHARED VOTING POWER
		ð	SHARED VOTING POWER
	NUMBER OF SHARES BENEFICIALLY		0
OWNED BY	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
			2 000 000
	WITH	10	2,000,000
		10	SHARED DISPOSITIVE POWER
			0
11		AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
		10 472 505	
		10,473,595	
12			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
		CERTAIN SHA	
13		PERCENT OF O	CLASS REPRESENTED BY AMOUNT IN ROW (11)
		26.3%	
14		TYPE OF REPO	ORTING PERSON

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

00

2 3 4 5	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £			
	Delaware	7	SOLE VOTING POWER	
		8	1,067 SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		9	0 SOLE DISPOSITIVE POWER 1,067	
		10	SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12 13		10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		26.3%		
14		TYPE OF REP	ORTING PERSON	

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

2 3 4 5 6	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £ CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware	7	SOLE VOTING POWER	
		8	14,505 SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		9	0 SOLE DISPOSITIVE POWER	
F	REPORTING PERSON WITH	10	14,505 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12		10,473,595 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \pounds		
13		PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		26.3%		
14		TYPE OF REPOO	ORTING PERSON	

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

2 3 4 5 6	GROUP SEC USE ONLY SOURCE OF FUNDS N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) £			
	Delaware	7	SOLE VOTING POWER	
		8	5,958,676 SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		9	0 SOLE DISPOSITIVE POWER	
Г	REPORTING PERSON WITH	10	5,958,676 SHARED DISPOSITIVE POWER	
11		AGGREGATE PERSON	0 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
12		CERTAIN SHA		
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		26.3%		
14		TYPE OF REPORT	ORTING PERSON	

CUSIP No. 053332102

1 NAME OF REPORTING PERSON

ESL Investments, Inc.

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