

ESL INVESTORS LLC

Form 4/A

October 15, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ESL INVESTMENTS INC

(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)  
10/12/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
10/14/2004

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 10/14/2004                              |   | P                                    | 360,707 A   | \$ 76.5195 11,520,943  | D (1) (3)<br>(4)  |   |
| Common<br>Stock                       | 10/14/2004                              |   | P                                    | 119,093 A   | \$ 76.5195 3,858,519   | D (2) (3)<br>(4)  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

## Edgar Filing: ESL INVESTORS LLC - Form 4/A

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| ESL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| ESL INVESTORS LLC<br>200 GREENWICH AVE<br>GREENWICH, CT 06830       |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| LAMPERT EDWARD S  |               | X         |         |       |

## Signatures

/s/ William C. Crowley, for ESL  
Investments, Inc. 10/15/2004

\_\_\_\_Signature of Reporting Person Date

/s/ William C. Crowley, for ESL Partners,  
L.P. 10/15/2004

\_\_\_\_Signature of Reporting Person Date

/s/ William C. Crowley, for ESL Investors,  
L.L.C. 10/15/2004

\_\_\_\_Signature of Reporting Person Date

/s/ William C. Crowley, for RBS Partners,  
L.P.

10/15/2004

\_\_Signature of Reporting Person

Date

/s/ Edward S. Lampert

10/15/2004

\_\_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) These securities are owned by ESL Partners, L.P. ("Partners").
- (2) These securities are owned by ESL Investors, L.L.C. ("Investors").
- (3) This Form 4 is filed on behalf of Partners, Investors, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS") and Edward S. Lampert. RBS is the general partner of Partners and the manager of Investors. Investments is the general partner of RBS and Acres. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Mr. Lampert is a controlling stockholder of Investments and the managing member of ESLIM and RBSIM.
- (4) Each of Partners, Institutional, Investors, Acres, ESLIM, Investments, RBS, RBSIM and Mr. Lampert may be deemed to be the beneficial owner of the securities reported herein. The total amount of securities reported as beneficially owned by Partners, Institutional, Investors, Acres and ESLIM is greater than Investments' or Mr. Lampert's indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Partners and Investors is greater than RBS' indirect pecuniary interest in such securities. The total amount of securities reported as beneficially owned by Institutional is greater than RBSIM's indirect pecuniary interest in such securities.

### Remarks:

This amendment to the Form 4 filed on October 14, 2004 (the "Original Filing") corrects the purchase price of the securities re

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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