

AUTOZONE INC
Form 4
January 02, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

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

<p>1. Name and Address of Reporting Person*</p> <p>ESL Invesments, Inc.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>One Lafayette Place</p> <hr/> <p><i>(Street)</i></p> <p>Greenwich, CT 06830</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>AutoZone, Inc. (AZO)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>December 31, 2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <hr/> <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <hr/> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input type="checkbox"/> Form Filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form Filed by More than One Reporting Person</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Previous Balance							12,338,984		
	12/31/02		J(1)	1,666,855	D	N/A	10,672,129	D(2)	(9)
Previous Balance							2,985,290		
	12/31/02		J(1)	501,269	D	N/A	2,484,021	D(3)	(9)
Previous Balance							443,272		
	12/31/02		J(1)	47,457	D	N/A	395,815	D(4)	(9)
Previous Balance							1,521,365	D(5)	(9)
Previous Balance							7,526,599	D(6)	(9)
Previous Balance							224,840	D(7)	(9)
Previous Balance							488,350	D(8)	(9)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Amount or Number of Shares	Title

Explanation of Responses:

- (1) These securities were contributed to 200GA, L.P., a Delaware limited partnership ("200GA"), in exchange for limited partnership interests in 200GA.
- (2) These securities are owned by ESL Partners, L.P., a Delaware limited partnership ("ESL").
- (3) These securities are owned by ESL Limited, a Bermuda corporation ("Limited").
- (4) These securities are owned by ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional").
- (5) These securities are owned by ESL Investors, L.L.C., a Delaware limited liability company ("Investors").
- (6) These securities are owned by Acres Partners, L.P., a Delaware limited partnership ("Acres").
- (7) These securities are owned by Marion Partners, L.P., a Delaware limited partnership ("Marion").
- (8) These securities are owned by Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw").

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(9) This Form 4 is filed on behalf of a group consisting of ESL, Limited, Institutional, Investors, Acres, Marion, and Blue Macaw (collectively, the "ESL Parties"), RBS Partners, L.P. ("RBS Partners"), ESL Investment Management, LLC ("ESLIM"), RBS Investment Management, LLC ("RBSIM"), ESL Investments, Inc. ("Investments") and Edward S. Lampert. Pursuant to Section 16, RBS Partners, ESLIM, RBSIM, Investments and Mr. Lampert may be deemed indirect beneficial owners of the securities reported on this Form 4. The general partner of ESL is RBS Partners. The general partner of RBS Partners is Investments. ESLIM is the investment manager of Limited. RBSIM is the general partner of Institutional. RBS Partners is the manager of Investors. Investments is the general partner of Acres, Marion, Blue Macaw and 200GA. Mr. Lampert is a controlling stockholder of Investments and is the managing member of RBSIM and ESLIM. Investments and Mr. Lampert each have less than a 35% interest in each of the ESL Parties. The securities reported as being owned by each of the ESL Parties reflect the total amount of securities beneficially owned by each such entity, which is greater than Mr. Lampert's or Investments' indirect pecuniary interest in such securities. RBSIM has less than a 35% interest in Institutional. The securities reported as being owned by Institutional reflect the total amount of securities beneficially owned by Institutional, which is greater than RBSIM's indirect pecuniary interest in such securities. ESLIM has less than a 35% interest in Limited. The securities reported as being owned by Limited reflect the total amount of securities beneficially owned by Limited, which is greater than ESLIM's indirect pecuniary interest in such securities. RBS Partners has less than a 35% interest in ESL. The securities reported as being owned by ESL reflect the total amount of securities beneficially owned by ESL, which is greater than RBS Partners' indirect pecuniary interest in such securities. The securities reported as being owned by Investors reflect the total amount of securities beneficially owned by Investors, which is greater than RBS Partners' indirect pecuniary interest in such securities.

/s/ WILLIAM C.
CROWLEY

January 2, 2003

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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Joint Filer Information

Name: ESL Partners, L.P.
Address: One Lafayette Place
Greenwich, CT 06830
Designated Filer: ESL Investments, Inc.
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL PARTNERS, L.P.**

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

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
President

Dated: January 2, 2003

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Joint Filer Information

Name: ESL Limited

Address: Hemisphere House
9 Church Street
Hamilton, Bermuda

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL LIMITED**

By: ESL Investment Management, LLC, its investment manager

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
Member

Dated: January 2, 2003

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Joint Filer Information

Name: ESL Institutional Partners, L.P.

Address: One Lafayette Place
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INSTITUTIONAL PARTNERS, L.P.**

By: RBS Investment Management, LLC, its general partner

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
Member

Dated: January 2, 2003

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Joint Filer Information

Name: ESL Investors, LLC
Address: One Lafayette Place
Greenwich, CT 06830
Designated Filer: ESL Investments, Inc.
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INVESTORS, L.L.C**

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

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
President

Dated: January 2, 2003

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Joint Filer Information

Name: RBS Investment Management, LLC

Address: One Lafayette Place
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **RBS INVESTMENT MANAGEMENT, LLC**

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
Member

Dated: January 2, 2003

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Joint Filer Information

Name: RBS Partners, L.P.
Address: One Lafayette Place
Greenwich, CT 06830
Designated Filer: ESL Investments, Inc.
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **RBS PARTNERS, L.P.**

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
President

Dated: January 2, 2003

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Joint Filer Information

Name: ESL Investment Management, LLC

Address: One Lafayette Place
Greenwich, CT 06830

Designated Filer: ESL Investments, Inc.

Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: **ESL INVESTMENT MANAGEMENT, LLC**

By: /s/ WILLIAM C. CROWLEY

William C. Crowley
Member

Dated: January 2, 2003

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Joint Filer Information

Name: Edward S. Lampert
Address: One Lafayette Place
Greenwich, CT 06830
Designated Filer: ESL Investments, Inc.
Issuer & Ticker Symbol: AutoZone, Inc. (AZO)

Signature: /s/ EDWARD S. LAMPERT

Edward S. Lampert

Dated: January 2, 2003

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