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10.8%

22,328(7)

0

17,229 (3)

0

- (1) This number consists of 2,530,092 Shares held by Partners, 706 Shares held by Institutional, 9,554 Shares held by Tynan, 12,774 Shares held by Mr. Crowley, 1,647,629 Shares held by Mr. Lampert and 35,042 Shares held by The Lampert Foundation, of which Mr. Lampert is a trustee.
- (2) This number consists of 706 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 2,530,092 Shares held by Partners.
- (5) This number consists of 2,530,092 Shares held by Partners and 706 Shares held by Institutional.
- (6) This number consists of 2,530,092 Shares held by Partners, 706 Shares held by Institutional, 1,647,629 Shares held by Mr. Lampert and 35,042 Shares held by The Lampert Foundation, of which Mr. Lampert is a trustee.
- (7) This number consists of 9,554 Shares held by Tynan and 12,774 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 3,000 Shares.

(c) On January 1, 2012, the Issuer issued 154 restricted stock units, representing Shares of the Issuer, to Mr. Crowley in lieu of quarterly retainer fees, in accordance with the AutoZone, Inc., 2011 Equity Incentive Award Plan and the AutoZone, Inc. 2011 Director Compensation Plan.

Other than as described above or as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since December 30, 2011, the record date of the last Amendment on Schedule 13D by the Filing Persons.

- (d) Not applicable.
- (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 19, 2012

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

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

Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley
Name: William C. Crowley
Title: Manager

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

ANNEX A

Recent Transactions by the Filing Persons in the Securities of AutoZONE, Inc.

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share (\$)
ESL Partners, L.P.	1/17/2012	Open Market Sales	143,312	345.36
ESL Partners, L.P.	1/18/2012	Open Market Sales	47,468	345.37
ESL Partners, L.P.	1/18/2012	Open Market Sales	91,257	346.42
ESL Partners, L.P.	1/19/2012	Open Market Sales	155,590	346.57
ESL Institutional Partners, L.P.	1/17/2012	Open Market Sales	37	345.36
ESL Institutional Partners, L.P.	1/18/2012	Open Market Sales	13	345.37
ESL Institutional Partners, L.P.	1/18/2012	Open Market Sales	26	346.42
ESL Institutional Partners, L.P.	1/19/2012	Open Market Sales	43	346.57
Edward S. Lampert	1/17/2012	Open Market Sales	72,777	345.36
Edward S. Lampert	1/18/2012	Open Market Sales	31,041	345.37
Edward S. Lampert	1/18/2012	Open Market Sales	59,675	346.42
Edward S. Lampert	1/19/2012	Open Market Sales	101,459	346.57
The Lampert Foundation	1/17/2012	Open Market Sales	1,813	345.36
The Lampert Foundation	1/18/2012	Open Market Sales	659	345.37
The Lampert Foundation	1/18/2012	Open Market Sales	1,266	346.42
The Lampert Foundation	1/19/2012	Open Market Sales	2,156	346.57
Tynan, LLC ¹	1/17/2012	Open Market Sales	510	345.36
Tynan, LLC ¹	1/18/2012	Open Market Sales	185	345.37
Tynan, LLC ¹	1/18/2012	Open Market Sales	356	346.42
Tynan, LLC ¹	1/19/2012	Open Market Sales	607	346.57
William C. Crowley	1/17/2012	Open Market Sales	284	345.36
William C. Crowley	1/18/2012	Open Market Sales	95	345.37
William C. Crowley	1/18/2012	Open Market Sales	184	346.42
William C. Crowley	1/19/2012	Open Market Sales	307	346.57

¹William C. Crowley is the sole manager of and a member of Tynan, LLC.
