

Edgar Filing: AUTOZONE INC - Form SC 13D/A

AUTOZONE INC
Form SC 13D/A
November 03, 2003

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

SCHEDULE 13D
(AMENDMENT NO. 18)*

Under the Securities Exchange Act of 1934

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

053332-10-2

(CUSIP Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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

October 31, 2003

(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 Sections 240.13d-1(e), (f) or (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 Section 240.13d-7(b) 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).

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SCHEDULE 13D

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	ESL Partners, L.P., a Delaware limited partnership 22-2875193	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY	

4	SOURCE OF FUNDS	
	WC	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	N/A	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

	7	SOLE VOTING POWER
		8,249,659
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		8,249,659
	10	SHARED DISPOSITIVE POWER
		0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,932,021	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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22.5%(1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

1,355,385

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,355,385

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,021

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited partnership
06-1456821

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

302,560

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0

	9	SOLE DISPOSITIVE POWER	302,560

	10	SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	19,932,021		

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
	N/A		

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	22.5% (1)		

14	TYPE OF REPORTING PERSON		
	PN		

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	ESL Investors, L.L.C., a Delaware limited liability company 13-4095958		

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

3	SEC USE ONLY		

4	SOURCE OF FUNDS		
	WC		

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]

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N/A

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		1,146,021
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		1,146,021
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,932,021	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.5% (1)	
14	TYPE OF REPORTING PERSON	
	OO	

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Acres Partners, L.P., a Delaware limited partnership	
	06-1458694	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []

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3	SEC USE ONLY

4	SOURCE OF FUNDS
	WC

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
	N/A

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	7 SOLE VOTING POWER
	5,875,557

	8 SHARED VOTING POWER
	0

	9 SOLE DISPOSITIVE POWER
	5,875,557

	10 SHARED DISPOSITIVE POWER
	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	19,932,021

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
	N/A

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	22.5%(1)

14	TYPE OF REPORTING PERSON
	PN

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marion Partners, L.P., a Delaware limited partnership 06-1527654	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,932,021	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.5%(1)	
14	TYPE OF REPORTING PERSON	
	PN	

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(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Blue Macaw Partners, L.P., a Delaware limited partnership
06-1573985

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,021

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES

[]

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%(1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward S. Lampert

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER

3,321

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,321

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10 SHARED DISPOSITIVE POWER

0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,932,021	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.5%(1)	
14	TYPE OF REPORTING PERSON	
	IN	

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	200GA, L.P., a Delaware limited partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

7 SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 2,215,581 -----
8	SHARED VOTING POWER
	----- 0 -----
9	SOLE DISPOSITIVE POWER
	----- 2,215,581 -----
10	SHARED DISPOSITIVE POWER
	----- 0 -----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	----- 19,932,021 -----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
	----- N/A -----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	----- 22.5%(1) -----
14	TYPE OF REPORTING PERSON
	----- PN -----

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	----- KP I Partners, L.P., a Delaware limited partnership 86-1069224 -----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	----- OO -----	

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

441,638

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

441,638

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,021

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

CUSIP No. 053332-10-2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KP II Partners, L.P., a Delaware limited partnership
86-1069227

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY	

4	SOURCE OF FUNDS	
	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)	[]
	N/A	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

	7	SOLE VOTING POWER
		342,299
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		342,299
	10	SHARED DISPOSITIVE POWER
		0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,932,021	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	N/A	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.5% (1)	

14	TYPE OF REPORTING PERSON	
	PN	

(1) Based on 88,760,885 shares of common stock issued and outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003.

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This Amendment No. 18 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D, as amended, filed by ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), Marion Partners, L.P., a Delaware limited partnership ("Marion"), Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw"), Edward S. Lampert, a U.S. citizen ("Mr. Lampert"), 200GA, L.P., a Delaware limited partnership ("200GA"), KP I Partners, L.P., a Delaware limited partnership ("KPI"), and KP II Partners, L.P., a Delaware limited partnership ("KPII"), by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert, 200GA, KPI and KPII are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, filed with the Securities and Exchange Commission.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby supplemented as follows:

On October 31, 2003, ESL, Limited, Institutional, Investors, Acres, Marion and Blue Macaw entered into an Underwriting Agreement with Citigroup Global Markets, Inc. to sell 5,600,000 Shares in an underwritten public offering pursuant to the shelf registration statement on Form S-3 of the Issuer declared effective in April 2002 (the "Stock Sale"). It is currently contemplated that the Stock Sale will be consummated on or about November 5, 2003, subject to the satisfaction of certain conditions. The purchase price to be paid to ESL, Limited, Institutional, Investors, Acres, Marion and Blue Macaw for the 5,600,000 Shares will be \$98.8815 per Share or approximately \$553.7 million.

Immediately after the consummation of the Stock Sale (and assuming no additional purchases or sales), the Filing Persons will beneficially own 19,932,021 Shares, which represented approximately 22.5% of the Shares outstanding as of October 14, 2003.

Pursuant to the terms of the Underwriting Agreement, ESL, Limited, Institutional, Investors, Acres, Marion and Blue Macaw have agreed that for a period of 90 days after October 31, 2003, they will not, directly or indirectly, offer, sell or purchase, contract to sell or otherwise

transfer or dispose of any capital stock of the Issuer or securities convertible or exchangeable or exercisable for capital stock of the Issuer, except for the Stock Sale.

In connection with the Stock Sale, Citibank issued a press release in which the Filing Persons indicated that the Stock Sale was a result of their desire to diversify their holdings. The Filing Persons also indicated their continuing confidence in Steve Odland and the management of the Issuer.

The Stock Sale is more particularly described in, and the foregoing description is subject to, the Underwriting Agreement filed as an exhibit to this Amendment.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

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(a) The Filings Persons may be deemed to beneficially own 19,932,021 Shares (which represents approximately 22.5% of the Shares outstanding as of October 14, 2003, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 30, 2003).

(b)	Sole Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----
ESL Partners, L.P.	8,249,659	0	8,249,659
ESL Limited	1,355,385	0	1,355,385
ESL Institutional Partners, L.P.	302,560	0	302,560
ESL Investors, L.L.C.	1,146,021	0	1,146,021
Acres Partners, L.P.	5,875,557	0	5,875,557
Marion Partners, L.P.	0	0	0
Blue Macaw Partners, L.P.	0	0	0
Edward S. Lampert 200GA, L.P.	3,321 2,215,581	0 0	3,321 2,215,581
KP I Partners, L.P.	441,638	0	441,638
KP II Partners, L.P.	342,299	0	342,299

(c) In the past 60 days, there have been no transactions in the Shares by any of the Filing Persons, except for the Stock Sale and the grant by the Issuer on September 2, 2003 of 120 Shares to Mr. Lampert at a price of \$91.0775 in accordance with the AutoZone, Inc. 2003 Director Compensation Plan.

(d) Not applicable.

(e) Upon consummation of the Stock Sale, each of Marion and Blue Macaw will cease to be the beneficial owner of any Shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended and restated in its entirety as follows:

Other than as provided herein, there are no contracts, arrangements, understandings or relationships between ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert, 200GA, KPI or KP II with respect to the securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and restated in its entirety as follows:

Exhibit 1 Joint Filing Agreement, dated as of June 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., Blue Macaw Partners, L.P., Edward S. Lampert, 200GA, L.P., KP I Partners, L.P. and KP II Partners, L.P. (incorporated by reference from Amendment No. 17 to Schedule 13D, filed on July 3, 2003).

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Exhibit 2

Underwriting Agreement, dated October 31, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc.

SIGNATURE

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

Date: November 3, 2003

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 and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ William C. Crowley

William C. Crowley
Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ William C. Crowley

William C. Crowley
Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager

By: ESL Investments, Inc., its general partner

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By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating
Officer

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating
Officer

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating
Officer

BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating
Officer

/s/ Edward S. Lampert

EDWARD S. LAMPERT

200GA, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating
Officer

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KP I PARTNERS, L.P.

By: ESL Investment Management, LLC, its
general partner

By: /s/ William C. Crowley

William C. Crowley
Member

KP II PARTNERS, L.P.

By: ESL Investment Management, LLC, its
general partner

By: /s/ William C. Crowley

William C. Crowley
Member

INDEX TO EXHIBITS

- Exhibit 1 Joint Filing Agreement, dated as of June 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., Blue Macaw Partners, L.P., Edward S. Lampert, 200GA, L.P., KP I Partners, L.P. and KP II Partners, L.P. (incorporated by reference from Amendment No. 17 to Schedule 13D, filed on July 3, 2003).
- Exhibit 2 Underwriting Agreement, dated October 31, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., and Blue Macaw Partners, L.P. and Citigroup Global Markets, Inc.