

ESL INVESTMENT MANAGEMENT LLC
 Form 4
 January 05, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMPERT EDWARD S

(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)
 01/03/2007

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

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/28/2006		G ⁽¹⁾	V 18,924 ⁽²⁾ D \$ 0	22,007,176	I	By Filing Group
Common Stock	12/29/2006		G ⁽¹⁾	V 386 ⁽²⁾ D \$ 0	22,006,790	I	By Filing Group
Common Stock	12/28/2006		G ⁽¹⁾	V 3,017 D \$ 0	10,150	D	
Common Stock	01/03/2007		M	3,000 A \$ 71.175	13,150	D	
Common Stock	01/03/2007		M	3,000 A \$ 85.1	16,150	D	
	01/03/2007		M	3,000 A	19,150	D	

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Common Stock					\$			
					90.455			
Common Stock	01/03/2007		M	3,000	A	\$ 92.22	22,150	D

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 71.175	01/03/2007		M	3,000	01/01/2003 01/12/2007	Common Stock	3,000	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 85.1	01/03/2007		M	3,000	01/01/2004 01/12/2007	Common Stock	3,000	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 90.455	01/03/2007		M	3,000	01/01/2005 01/12/2007	Common Stock	3,000	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 92.22	01/03/2007		M	3,000	01/01/2006 01/12/2007	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

