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AUTOZONE INC  
Form SC 13D/A  
August 05, 2004

OMB APPROVAL

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

SCHEDULE 13D  
(AMENDMENT NO. 20) \*

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)

August 4, 2004

-----  
(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), 240.13d-1(f) or 240.13d-1(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 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

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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).

SCHEDULE 13D

CUSIP No. 053332-10-2

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1. NAMES 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)

(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

NUMBER OF

10,279,025

SHARES

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

REPORTING

10,279,025

PERSON

10. SHARED DISPOSITIVE POWER

WITH

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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19,932,351

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)

24.0%(1)

14. TYPE OF REPORTING PERSON\*

PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

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1. NAMES 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

NUMBER OF

71,771

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

0

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OWNED BY EACH -----  
9. SOLE DISPOSITIVE POWER  
REPORTING  
71,771  
PERSON -----  
10. SHARED DISPOSITIVE POWER  
WITH  
0

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,932,351  
-----

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)  
24.0%(1)  
-----

14. TYPE OF REPORTING PERSON\*  
PN  
-----

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

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-----  
1. NAMES 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) [ ]  
N/A  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

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Delaware

-----  
7. SOLE VOTING POWER  
NUMBER OF 3,683,037  
SHARES  
-----  
8. SHARED VOTING POWER  
BENEFICIALLY 0  
OWNED BY EACH  
-----  
9. SOLE DISPOSITIVE POWER  
REPORTING 3,683,037  
PERSON  
-----  
10. SHARED DISPOSITIVE POWER  
WITH 0  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,932,351  
-----

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)  
24.0%(1)  
-----

14. TYPE OF REPORTING PERSON\*  
OO  
-----

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

SCHEDULE 13D

CUSIP No. 053332-10-2

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-----  
1. NAMES 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) [ ]  
-----

3. SEC USE ONLY  
-----

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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

NUMBER OF SHARES 5,875,557

8. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

9. SOLE DISPOSITIVE POWER

5,875,557

10. SHARED DISPOSITIVE POWER

WITH 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,351

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)

24.0%(1)

14. TYPE OF REPORTING PERSON\*

PN

(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

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1. NAMES OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investment Management, LLC, a Delaware limited liability company

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(A)

(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  
NUMBER OF  
SHARES 19,310

-----  
8. SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY EACH 0

-----  
9. SOLE DISPOSITIVE POWER  
REPORTING  
PERSON 19,310

-----  
10. SHARED DISPOSITIVE POWER  
WITH 0

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,351

-----  
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)

24.0% (1)

-----  
14. TYPE OF REPORTING PERSON\*

PN

-----  
(1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

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- 
1. NAMES 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

United States

- 
- |               |                              |
|---------------|------------------------------|
|               | 7. SOLE VOTING POWER         |
| NUMBER OF     |                              |
| SHARES        | 3,651                        |
| BENEFICIALLY  |                              |
| OWNED BY EACH | 8. SHARED VOTING POWER       |
| REPORTING     | 0                            |
| PERSON        | 9. SOLE DISPOSITIVE POWER    |
| WITH          | 3,651                        |
|               | 10. SHARED DISPOSITIVE POWER |
|               | 0                            |

- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,932,351

- 
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)

24.0% (1)

- 
14. TYPE OF REPORTING PERSON\*



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IN

- (1) Based on 83,139,601 Shares issued and outstanding as of June 4, 2004, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 8, 2004.

This Amendment No. 20 to Schedule 13D (this "Amendment") amends the Schedule 13D, as amended, filed by ESL Partners, L.P., a Delaware limited partnership ("ESL"), 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"), ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), and Edward S. Lampert by furnishing the information set forth below. ESL, Institutional, Investors, Acres, ESLIM and Mr. Lampert 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 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby supplemented as follows:

ESL and the Issuer have an understanding pursuant to which, to the extent that ESL and the Issuer express an interest in purchasing Shares from third parties now or at some time in the future, each would refrain from purchasing Shares from third parties on certain days determined in advance, in order to ensure that both the Issuer and ESL are not purchasing Shares on the same day. ESL may notify the Issuer if ESL decides not to purchase Shares on any particular day. There can be no assurance that ESL will purchase Shares or, if it purchases Shares, that it will continue to do so.

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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: August 5, 2004

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 INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its  
general partner

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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

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

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ William C. Crowley

-----  
William C. Crowley  
Member

/s/ Edward S. Lampert

-----  
EDWARD S. LAMPERT

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INDEX TO EXHIBITS

Exhibit 1

Joint Filing Agreement, dated as of July 1, 2004, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., 200GA, L.P., KP I Partners, L.P., KP II Partners, L.P., ESL Investment Management, LLC and Edward S. Lampert (incorporated by reference herein from Amendment No. 19 to Schedule 13D filed with the Securities and Exchange Commission on July 2, 2004).