

AUTOZONE INC  
Form SC 13D/A  
November 01, 2010

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 33)\***

**AutoZone, Inc.**

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

053332102

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(CUSIP Number)

David A. Katz

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

October 28, 2010

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(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 §§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 §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 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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CUSIP No. 053332102

**1 NAME OF REPORTING PERSON**

ESL Partners, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

7,385,848

**8 SHARED VOTING POWER**NUMBER OF SHARES  
BENEFICIALLY

0

OWNED BY EACH  
REPORTING PERSON**9 SOLE DISPOSITIVE POWER**

WITH

7,385,848

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  £**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.3%

**14 TYPE OF REPORTING PERSON**  
PN

CUSIP No. 053332102

**1 NAME OF REPORTING PERSON**

ESL Institutional Partners, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

1,595

**8 SHARED VOTING POWER**NUMBER OF SHARES  
BENEFICIALLY

0

OWNED BY EACH  
REPORTING PERSON**9 SOLE DISPOSITIVE POWER**

WITH

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  £**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.3%

**14 TYPE OF REPORTING PERSON**  
PN

**CUSIP No. 053332102**

**1 NAME OF REPORTING PERSON**

ESL Investors, L.L.C.

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

X

(b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

2,204,324

**8 SHARED VOTING POWER**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

0

**9 SOLE DISPOSITIVE POWER**

2,204,324

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** £

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

34.3%

**14 TYPE OF REPORTING PERSON**

OO



**CUSIP No. 053332102**

**1 NAME OF REPORTING PERSON**

Acres Partners, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Delaware

**7 SOLE VOTING POWER**

2,000,000

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

2,000,000

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  £

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

34.3%

**14 TYPE OF REPORTING PERSON**  
 PN





CUSIP No. 053332102

**1 NAME OF REPORTING PERSON**

RBS Investment Management, L.L.C.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Delaware

**7 SOLE VOTING POWER**

1,595  
**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0  
**9 SOLE DISPOSITIVE POWER**

1,595  
**10 SHARED DISPOSITIVE POWER**

**11** 0  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**12** 15,302,634  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £

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

34.3%

**14** TYPE OF REPORTING PERSON  
 OO

**CUSIP No. 053332102**

**1 NAME OF REPORTING PERSON**

Tynan, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Delaware

**7 SOLE VOTING POWER**

24,373

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

9,358

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  £

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

34.3%

**14 TYPE OF REPORTING PERSON**  
 OO

CUSIP No. 053332102

**1 NAME OF REPORTING PERSON**

RBS Partners, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Delaware

**7 SOLE VOTING POWER**

9,590,172  
**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0  
**9 SOLE DISPOSITIVE POWER**

9,590,172  
**10 SHARED DISPOSITIVE POWER**

0  
**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634  
**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  £

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

34.3%

**14 TYPE OF REPORTING PERSON**  
 PN

**CUSIP No. 053332102**

**1 NAME OF REPORTING PERSON**

ESL Investments, Inc.

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

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7** SOLE VOTING POWER

**8** 11,591,767  
 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**9** 0  
 SOLE DISPOSITIVE POWER

**10** 11,591,767  
 SHARED DISPOSITIVE POWER

**11** 0  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**12** 15,302,634  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £

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

34.3%

**14** TYPE OF REPORTING PERSON  
 CO



**CUSIP No. 053332102**

**1 NAME OF REPORTING 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**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 United States

**7 SOLE VOTING POWER**

15,265,964

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

12,715,502

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** £

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

34.3%

**14 TYPE OF REPORTING PERSON IN**

**CUSIP No. 053332102**

**1 NAME OF REPORTING PERSON**

William C. Crowley

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
 (b)  \_

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**  
 N/A

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**  
 United States

**7 SOLE VOTING POWER**

36,670

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

21,655

**10 SHARED DISPOSITIVE POWER**

0

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,302,634

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** £

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

34.3%

**14 TYPE OF REPORTING PERSON IN**

This Amendment No. 33 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the "Shares"), of AutoZone, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 33 amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership ( Partners ), 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 ), RBS Investment Management, L.L.C., a Delaware limited liability company ( RBSIM ), Tynan, LLC, a Delaware limited liability company ( Tynan ), RBS Partners, L.P., a Delaware limited partnership ( RBS ), ESL Investments, Inc., a Delaware corporation ( Investments ), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. Partners, Institutional, Investors, Acres, RBSIM, Tynan, RBS, Investments, Mr. Lampert and Mr. Crowley are collectively defined as the Filing Persons. Except as otherwise specified in this Amendment, 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 previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 33 to report recent open-market sales of Shares that have decreased the amount of Shares that that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As of November 1, 2010, the Filing Persons may be deemed to beneficially own an aggregate of 15,302,634 Shares (which represents approximately 34.3% of the 44,625,787 Shares outstanding as of October 18, 2010, as disclosed in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on October 25, 2010).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	Percentage of Outstanding Shares	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	15,302,634 (1)	34.3%	7,385,848	0	7,385,848	0
ESL Institutional Partners, L.P.	15,302,634 (1)		1,595	0	1,595	0



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		34.3%				
ESL Investors, L.L.C.			2,204,324	0	2,204,324	0
	15,302,634 (1)	34.3%				
Acres Partners, L.P.			2,000,000	0	2,000,000	0
	15,302,634 (1)	34.3%				
RBS Investment Management, L.L.C.			1,595 (2)	0	1,595 (2)	0
	15,302,634 (1)	34.3%				
Tynan, LLC			24,373	0	9,358 (3)	0
	15,302,634 (1)	34.3%				
RBS Partners, L.P.		34.3%				
	15,302,634 (1)		9,590,172 (4)	0	9,590,172 (4)	0
ESL Investments, Inc.						
	15,302,634 (1)		11,591,767 (5)	0	11,591,767 (5)	0
		34.3%				
Edward S. Lampert						
	15,302,634 (1)	34.3%	15,265,964 (6)	0	12,715,502 (3)	0
William C. Crowley						
	15,302,634 (1)	34.3%	36,670 (7)	0	21,655 (3)	0

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- (1) This number consists of 7,385,848 Shares held by Partners, 1,595 Shares held by Institutional, 2,204,324 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 24,373 Shares held by Tynan, 12,297 Shares held by Mr. Crowley, 3,638,338 Shares held by Mr. Lampert and 35,859 Shares held by The Lampert Foundation (formerly known as The Edward and Kinga Lampert Foundation ), of which Mr. Lampert is a trustee.
- (2) This number consists of 1,595 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 7,385,848 Shares held by Partners and 2,204,324 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 7,385,848 Shares held by Partners, 1,595 Shares held by Institutional, 2,204,324 Shares held in an account established by the investment member of Investors and 2,000,000 Shares held by Acres.
- (6) This number consists of 7,385,848 Shares held by Partners, 1,595 Shares held by Institutional, 2,204,324 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 3,638,338 Shares held by Mr. Lampert and 35,859 Shares held by The Lampert Foundation (formerly known as The Edward and Kinga Lampert Foundation ), of which Mr. Lampert is a trustee.
- (7) This number consists of 24,373 Shares held by Tynan and 12,297 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 9,526 Shares.

- (c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since October 12, 2010, 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: November 1, 2010

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

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

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

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey  
Title: Chief Financial Officer

ACRES PARTNERS, L.P.

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

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

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## 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.	10/13/2010	Open Market Sales	66,655	233.13
ESL Partners, L.P.	10/13/2010	Open Market Sales	278	233.70
ESL Partners, L.P.	10/14/2010	Open Market Sales	40,982	233.05
ESL Partners, L.P.	10/15/2010	Open Market Sales	42,820	233.05
ESL Partners, L.P.	10/18/2010	Open Market Sales	11,734	233.02
ESL Partners, L.P.	10/25/2010	Open Market Sales	22,059	236.15
ESL Partners, L.P.	10/26/2010	Open Market Sales	60,272	236.66
ESL Partners, L.P.	10/28/2010	Open Market Sales	13,913	237.76
ESL Partners, L.P.	11/1/2010	Open Market Sales	11,050	237.67
Account established by the investment member of ESL Investors, L.L.C.	10/13/2010	Open Market Sales	19,893	233.13
Account established by the investment member of ESL Investors, L.L.C.	10/13/2010	Open Market Sales	83	233.70
Account established by the investment member of ESL Investors, L.L.C.	10/14/2010	Open Market Sales	12,231	233.05
Account established by the investment member of ESL Investors, L.L.C.	10/15/2010	Open Market Sales	12,780	233.05
Account established by the investment member of ESL Investors, L.L.C.	10/18/2010	Open Market Sales	3,503	233.02
Account established by the investment member of ESL Investors, L.L.C.	10/25/2010	Open Market Sales	6,583	236.15
Account established by the investment member of ESL Investors, L.L.C.	10/26/2010	Open Market Sales	17,989	236.66
Account established by the investment member of ESL Investors, L.L.C.	10/28/2010	Open Market Sales	4,152	237.76

Account established by the investment member of ESL Investors, L.L.C.	11/1/2010	Open Market Sales		
ESL Institutional Partners, L.P.	10/13/2010	Open Market Sales	3,298	237.67
ESL Institutional Partners, L.P.	10/14/2010	Open Market Sales	14	233.13
ESL Institutional Partners, L.P.	10/15/2010	Open Market Sales	9	233.05
ESL Institutional Partners, L.P.	10/18/2010	Open Market Sales	9	233.05
ESL Institutional Partners, L.P.	10/25/2010	Open Market Sales	3	233.02
ESL Institutional Partners, L.P.	10/26/2010	Open Market Sales	5	236.15
ESL Institutional Partners, L.P.	10/28/2010	Open Market Sales	13	236.66
ESL Institutional Partners, L.P.	10/28/2010	Open Market Sales	3	237.76
ESL Institutional Partners, L.P.	11/1/2010	Open Market Sales	2	237.67
Edward S. Lampert	10/13/2010	Open Market Sales	32,835	233.13
Edward S. Lampert	10/13/2010	Open Market Sales	137	233.70
Edward S. Lampert	10/14/2010	Open Market Sales	20,187	233.05
Edward S. Lampert	10/15/2010	Open Market Sales	21,093	233.05
Edward S. Lampert	10/18/2010	Open Market Sales	5,782	233.02
Edward S. Lampert	10/25/2010	Open Market Sales	10,866	236.15
Edward S. Lampert	10/26/2010	Open Market Sales	29,691	236.66
Edward S. Lampert	10/28/2010	Open Market Sales	6,853	237.76
Edward S. Lampert	11/1/2010	Open Market Sales	5,444	237.67
The Lampert Foundation	10/13/2010	Open Market Sales	324	233.13
The Lampert Foundation	10/13/2010	Open Market Sales	1	233.70
The Lampert Foundation	10/14/2010	Open Market Sales	199	233.05
The Lampert Foundation	10/15/2010	Open Market Sales	208	233.05
The Lampert Foundation	10/18/2010	Open Market Sales	57	233.02
The Lampert Foundation	10/25/2010	Open Market Sales	107	236.15
The Lampert Foundation	10/26/2010	Open Market Sales	293	236.66
The Lampert Foundation	10/28/2010	Open Market Sales	68	237.76
The Lampert Foundation	11/1/2010	Open Market Sales	54	237.67
Tynan, LLC <sup>1</sup>	10/13/2010	Open Market Sales	331	233.13
Tynan, LLC <sup>1</sup>	10/13/2010	Open Market Sales	1	233.70
Tynan, LLC <sup>1</sup>	10/14/2010	Open Market Sales	203	233.05
Tynan, LLC <sup>1</sup>	10/15/2010	Open Market Sales	213	233.05
Tynan, LLC <sup>1</sup>	10/18/2010	Open Market Sales	58	233.02
Tynan, LLC <sup>1</sup>	10/25/2010	Open Market Sales	110	236.15
Tynan, LLC <sup>1</sup>	10/26/2010	Open Market Sales	300	236.66
Tynan, LLC <sup>1</sup>	10/28/2010	Open Market Sales	69	237.76
Tynan, LLC <sup>1</sup>	11/1/2010	Open Market Sales	54	237.67



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

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