

AUTOZONE INC  
Form SC 13D/A  
June 30, 2011

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 38)\***

**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)

June 28, 2011

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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).

Page 1 of 17 Pages

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**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**

5,602,636

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

5,602,636

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**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**

1,334

**8 SHARED VOTING POWER**

NUMBER OF SHARES

BENEFICIALLY

0

OWNED BY EACH

**9 SOLE DISPOSITIVE POWER**

REPORTING PERSON

WITH

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**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**

1,855,332

**8 SHARED VOTING POWER**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

0

**9 SOLE DISPOSITIVE POWER**

1,855,332

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**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**

12,597,101

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

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

30.3%

**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**

1,334  
**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0  
**9 SOLE DISPOSITIVE POWER**

1,334  
**10 SHARED DISPOSITIVE POWER**

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

**12** 12,597,101  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £

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

30.3%

**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**

18,144

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

18,144

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**14 TYPE OF REPORTING PERSON**  
 OO

**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**

7,457,968

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

7,457,968

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**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** 9,459,302  
 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**9** 0  
 SOLE DISPOSITIVE POWER

**10** 9,459,302  
 SHARED DISPOSITIVE POWER

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

**12** 12,597,101  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £

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

30.3%

**14** TYPE OF REPORTING PERSON  
 CO



**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**

12,564,157

**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

**9 SOLE DISPOSITIVE POWER**

10,400,338

**10 SHARED DISPOSITIVE POWER**

0

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

12,597,101

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

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

30.3%

**14 TYPE OF REPORTING PERSON IN**

**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**

32,944  
**8 SHARED VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0  
**9 SOLE DISPOSITIVE POWER**

22,035  
**10 SHARED DISPOSITIVE POWER**

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

**12** 12,597,101  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

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

30.3%

**14** TYPE OF REPORTING PERSON IN

This Amendment No. 38 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. 38 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. 38 to report recent open-market sales of Shares that have decreased the amount of Shares 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 June 29, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 12,597,101 Shares (which represents approximately 30.3% of the 41,560,511 Shares outstanding as of June 10, 2011, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 15, 2011).

| 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.               | 12,597,101 (1)                      | 30.3%                            | 5,602,636         | 0                   | 5,602,636              | 0                        |
| ESL Institutional Partners, L.P. | 12,597,101 (1)                      | 30.3%                            | 1,334             | 0                   | 1,334                  | 0                        |

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|   |                |       |                |   |                |   |
|---|----------------|-------|----------------|---|----------------|---|
| ESL Investors,<br>L.L.C.                | 12,597,101 (1) | 30.3% | 1,855,332      | 0 | 1,855,332      | 0 |
| Acres Partners,<br>L.P.                 | 12,597,101 (1) | 30.3% | 2,000,000      | 0 | 2,000,000      | 0 |
| RBS Investment<br>Management,<br>L.L.C. | 12,597,101 (1) | 30.3% | 1,334 (2)      | 0 | 1,334 (2)      | 0 |
| Tynan, LLC                              | 12,597,101 (1) | 30.3% | 18,144         | 0 | 18,144         | 0 |
| RBS Partners,<br>L.P.                   | 12,597,101 (1) | 30.3% | 7,457,968 (4)  | 0 | 7,457,968 (4)  | 0 |
| ESL<br>Investments,<br>Inc.             | 12,597,101 (1) | 30.3% | 9,459,302 (5)  | 0 | 9,459,302 (5)  | 0 |
| Edward S.<br>Lampert                    | 12,597,101 (1) | 30.3% | 12,564,157 (6) | 0 | 10,400,338 (3) | 0 |
| William C.<br>Crowley                   | 12,597,101 (1) | 30.3% | 32,944 (7)     | 0 | 22,035 (3)     | 0 |

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- (1) This number consists of 5,602,636 Shares held by Partners, 1,334 Shares held by Institutional, 1,855,332 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 18,144 Shares held by Tynan, 14,800 Shares held by Mr. Crowley, 3,074,826 Shares held by Mr. Lampert and 30,029 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 1,334 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 5,602,636 Shares held by Partners and 1,855,332 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 5,602,636 Shares held by Partners, 1,334 Shares held by Institutional, 1,855,332 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 5,602,636 Shares held by Partners, 1,334 Shares held by Institutional, 1,855,332 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 3,074,826 Shares held by Mr. Lampert and 30,029 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 18,144 Shares held by Tynan and 14,800 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 6,000 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 June 21, 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: June 29, 2011

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<br>Common Stock | Weighted Average<br>Price per Share (\$) |
|-------------------------------------|---------------------|-----------------------|-------------------------------------|--|
| ESL Partners, L.P.                  | 6/22/2011           | Open Market Sales     | 54,583                              | \$293.84                                 |
| ESL Partners, L.P.                  | 6/23/2011           | Open Market Sales     | 37,266                              | \$293.17                                 |
| ESL Partners, L.P.                  | 6/23/2011           | Open Market Sales     | 11,232                              | \$293.68                                 |
| ESL Partners, L.P.                  | 6/24/2011           | Open Market Sales     | 29,928                              | \$291.87                                 |
| ESL Partners, L.P.                  | 6/24/2011           | Open Market Sales     | 9,178                               | \$292.43                                 |
| ESL Partners, L.P.                  | 6/27/2011           | Open Market Sales     | 2,541                               | \$293.52                                 |
| ESL Partners, L.P.                  | 6/28/2011           | Open Market Sales     | 88,463                              | \$293.06                                 |
| ESL Partners, L.P.                  | 6/29/2011           | Open Market Sales     | 29                                  | \$290.85                                 |
| ESL Partners, L.P.                  | 6/29/2011           | Open Market Sales     | 15,024                              | \$292.38                                 |
| ESL Investors, L.L.C.               | 6/22/2011           | Open Market Sales     | 16,328                              | \$293.84                                 |
| ESL Investors, L.L.C.               | 6/23/2011           | Open Market Sales     | 9,577                               | \$293.17                                 |
| ESL Investors, L.L.C.               | 6/23/2011           | Open Market Sales     | 2,887                               | \$293.68                                 |
| ESL Investors, L.L.C.               | 6/24/2011           | Open Market Sales     | 10,140                              | \$291.87                                 |
| ESL Investors, L.L.C.               | 6/24/2011           | Open Market Sales     | 3,110                               | \$292.43                                 |
| ESL Investors, L.L.C.               | 6/28/2011           | Open Market Sales     | 28,885                              | \$293.06                                 |
| ESL Investors, L.L.C.               | 6/29/2011           | Open Market Sales     | 13                                  | \$290.85                                 |
| ESL Investors, L.L.C.               | 6/29/2011           | Open Market Sales     | 6,529                               | \$292.38                                 |
| ESL Institutional Partners,<br>L.P. | 6/22/2011           | Open Market Sales     | 13                                  | \$293.84                                 |
| ESL Institutional Partners,<br>L.P. | 6/23/2011           | Open Market Sales     | 8                                   | \$293.17                                 |
| ESL Institutional Partners,<br>L.P. | 6/23/2011           | Open Market Sales     | 3                                   | \$293.68                                 |
| ESL Institutional Partners,<br>L.P. | 6/24/2011           | Open Market Sales     | 7                                   | \$291.87                                 |
| ESL Institutional Partners,<br>L.P. | 6/24/2011           | Open Market Sales     | 2                                   | \$292.43                                 |
| ESL Institutional Partners,<br>L.P. | 6/28/2011           | Open Market Sales     | 21                                  | \$293.06                                 |
| ESL Institutional Partners,<br>L.P. | 6/29/2011           | Open Market Sales     | 4                                   | \$292.38                                 |
| Edward S. Lampert                   | 6/22/2011           | Open Market Sales     | 29,111                              | \$293.84                                 |
| Edward S. Lampert                   | 6/23/2011           | Open Market Sales     | 18,548                              | \$293.17                                 |
| Edward S. Lampert                   | 6/23/2011           | Open Market Sales     | 5,591                               | \$293.68                                 |
| Edward S. Lampert                   | 6/24/2011           | Open Market Sales     | 16,394                              | \$291.87                                 |
| Edward S. Lampert                   | 6/24/2011           | Open Market Sales     | 5,028                               | \$292.43                                 |
| Edward S. Lampert                   | 6/27/2011           | Open Market Sales     | 241                                 | \$293.52                                 |
| Edward S. Lampert                   | 6/28/2011           | Open Market Sales     | 48,997                              | \$293.06                                 |
| Edward S. Lampert                   | 6/29/2011           | Open Market Sales     | 20                                  | \$290.85                                 |
| Edward S. Lampert                   | 6/29/2011           | Open Market Sales     | 10,010                              | \$292.38                                 |
| The Lampert Foundation              | 6/22/2011           | Open Market Sales     | 285                                 | \$293.84                                 |

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|                         |           |                   |     |          |
|-------------------------|-----------|-------------------|-----|----------|
| The Lampert Foundation  | 6/23/2011 | Open Market Sales | 187 | \$293.17 |
| The Lampert Foundation  | 6/23/2011 | Open Market Sales | 56  | \$293.68 |
| The Lampert Foundation  | 6/24/2011 | Open Market Sales | 161 | \$291.87 |
| The Lampert Foundation  | 6/24/2011 | Open Market Sales | 49  | \$292.43 |
| The Lampert Foundation  | 6/27/2011 | Open Market Sales | 8   | \$293.52 |
| The Lampert Foundation  | 6/28/2011 | Open Market Sales | 474 | \$293.06 |
| The Lampert Foundation  | 6/29/2011 | Open Market Sales | 90  | \$292.38 |
| Tynan, LLC 1            | 6/22/2011 | Open Market Sales | 172 | \$293.84 |
| Tynan, LLC <sup>1</sup> | 6/23/2011 | Open Market Sales | 113 | \$293.17 |
| Tynan, LLC <sup>1</sup> | 6/23/2011 | Open Market Sales | 34  | \$293.68 |
| Tynan, LLC <sup>1</sup> | 6/24/2011 | Open Market Sales | 97  | \$291.87 |
| Tynan, LLC <sup>1</sup> | 6/24/2011 | Open Market Sales | 30  | \$292.43 |
| Tynan, LLC <sup>1</sup> | 6/27/2011 | Open Market Sales | 5   | \$293.52 |
| Tynan, LLC <sup>1</sup> | 6/28/2011 | Open Market Sales | 287 | \$293.06 |
| Tynan, LLC <sup>1</sup> | 6/29/2011 | Open Market Sales | 54  | \$292.38 |

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|                    |           |                   |     |          |
|--------------------|-----------|-------------------|-----|----------|
| William C. Crowley | 6/22/2011 | Open Market Sales | 108 | \$293.84 |
| William C. Crowley | 6/23/2011 | Open Market Sales | 75  | \$293.17 |
| William C. Crowley | 6/23/2011 | Open Market Sales | 23  | \$293.68 |
| William C. Crowley | 6/24/2011 | Open Market Sales | 58  | \$291.87 |
| William C. Crowley | 6/24/2011 | Open Market Sales | 18  | \$292.43 |
| William C. Crowley | 6/27/2011 | Open Market Sales | 5   | \$293.52 |
| William C. Crowley | 6/28/2011 | Open Market Sales | 173 | \$293.06 |
| William C. Crowley | 6/29/2011 | Open Market Sales | 27  | \$292.38 |

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

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