

AUTOZONE INC
Form SC 13D/A
December 21, 2011

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 45)***

AutoZone, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053332102

(CUSIP Number)

David A. Katz

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

December 20, 2011

(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

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

3,632,331

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10

3,632,331

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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) ☒ (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

874

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH **9**

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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

1,241,026

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

1,241,026

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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

8,948,205

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

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

22.7%

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

874

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH **9**

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

874

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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

11,888

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH **9**

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

11,888

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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

4,873,357

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH **9**

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10 4,873,357 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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) ☒ (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

6,874,231

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10

6,874,231

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

22.7%

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

8,922,725

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10

7,490,824

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

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

25,480

8 SHARED VOTING POWER

NUMBER OF SHARES

0

BENEFICIALLY

OWNED BY EACH

9

SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

10

19,104

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,948,205

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

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

22.7%

14 TYPE OF REPORTING PERSON IN

This Amendment No. 45 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. 45 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. 45 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 December 20, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 8,948,205 Shares (which represents approximately 22.7% of the 39,359,829 Shares outstanding as of December 12, 2011, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 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.	8,948,205 (1)	22.7%	3,632,331	0	3,632,331	0
ESL Institutional Partners, L.P.	8,948,205 (1)	22.7%	874	0	874	0

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ESL Investors, L.L.C.			1,241,026	0	1,241,026	0
	8,948,205 (1)	22.7%				
Acres Partners, L.P.			2,000,000	0	2,000,000	0
	8,948,205 (1)	22.7%				
RBS Investment Management, L.L.C.			874 (2)	0	874 (2)	0
	8,948,205 (1)	22.7%				
Tynan, LLC			11,888	0	11,888	0
	8,948,205 (1)	22.7%				
RBS Partners, L.P.		22.7%				
	8,948,205 (1)		4,873,357 (4)	0	4,873,357 (4)	0
ESL Investments, Inc.						
	8,948,205 (1)	22.7%	6,874,231 (5)	0	6,874,231 (5)	0
Edward S. Lampert						
	8,948,205 (1)	22.7%	8,922,725 (6)	0	7,490,824 (3)	0
William C. Crowley						
	8,948,205 (1)	22.7%	25,480 (7)	0	19,104 (3)	0

- (1) This number consists of 3,632,331 Shares held by Partners, 874 Shares held by Institutional, 1,241,026 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 11,888 Shares held by Tynan, 13,592 Shares held by Mr. Crowley, 2,005,091 Shares held by Mr. Lampert and 43,403 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 874 Shares held by Institutional.
- (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
- (4) This number consists of 3,632,331 Shares held by Partners and 1,241,026 Shares held in an account established by the investment member of Investors.
- (5) This number consists of 3,632,331 Shares held by Partners, 874 Shares held by Institutional, 1,241,026 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 3,632,331 Shares held by Partners, 874 Shares held by Institutional, 1,241,026 Shares held in an account established by the investment member of Investors, 2,000,000 Shares held by Acres, 2,005,091 Shares held by Mr. Lampert and 43,403 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 11,888 Shares held by Tynan and 13,592 Shares held by Mr. Crowley.

In addition, Mr. Crowley directly owns options, which are not exercisable in the next 60 days, to purchase 3,000 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 December 9, 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: December 20, 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

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.	12/12/2011	Open Market Sales	14,106	\$331.72
ESL Partners, L.P.	12/13/2011	Open Market Sales	336	\$329.00
ESL Partners, L.P.	12/13/2011	Open Market Sales	6,148	\$330.40
ESL Partners, L.P.	12/13/2011	Open Market Sales	1,528	\$333.20
ESL Partners, L.P.	12/16/2011	Open Market Sales	32,148	\$326.52
ESL Partners, L.P.	12/16/2011	Open Market Sales	3,324	\$327.19
ESL Partners, L.P.	12/16/2011	Open Market Sales	271	\$330.03
ESL Partners, L.P.	12/19/2011	Open Market Sales	13,619	\$325.52
ESL Partners, L.P.	12/19/2011	Open Market Sales	11,605	\$326.38
ESL Partners, L.P.	12/20/2011	Open Market Sales	175,351	\$325.41
ESL Partners, L.P.	12/20/2011	Open Market Sales	2,653	\$326.14
ESL Investors, L.L.C.	12/12/2011	Open Market Sales	3,914	\$331.72
ESL Investors, L.L.C.	12/13/2011	Open Market Sales	91	\$329.00
ESL Investors, L.L.C.	12/13/2011	Open Market Sales	1,653	\$330.40
ESL Investors, L.L.C.	12/13/2011	Open Market Sales	410	\$333.20
ESL Investors, L.L.C.	12/16/2011	Open Market Sales	3,138	\$326.52
ESL Investors, L.L.C.	12/16/2011	Open Market Sales	324	\$327.19
ESL Investors, L.L.C.	12/16/2011	Open Market Sales	27	\$330.03
ESL Investors, L.L.C.	12/19/2011	Open Market Sales	1,538	\$325.52
ESL Investors, L.L.C.	12/19/2011	Open Market Sales	1,311	\$326.38
ESL Investors, L.L.C.	12/20/2011	Open Market Sales	57,473	\$325.41
ESL Investors, L.L.C.	12/20/2011	Open Market Sales	870	\$326.14
ESL Institutional Partners, L.P.	12/12/2011	Open Market Sales	3	\$331.72
ESL Institutional Partners, L.P.	12/13/2011	Open Market Sales	2	\$330.40
ESL Institutional Partners, L.P.	12/16/2011	Open Market Sales	6	\$326.52
ESL Institutional Partners, L.P.	12/16/2011	Open Market Sales	1	\$327.19

ESL Institutional Partners, L.P.	12/19/2011	Open Market Sales	3	\$325.52
ESL Institutional Partners, L.P.	12/19/2011	Open Market Sales	2	\$326.38
ESL Institutional Partners, L.P.	12/20/2011	Open Market Sales	41	\$325.41
ESL Institutional Partners, L.P.	12/20/2011	Open Market Sales	1	\$326.14
Edward S. Lampert	12/12/2011	Open Market Sales	7,327	\$331.72
Edward S. Lampert	12/13/2011	Open Market Sales	167	\$329.00
Edward S. Lampert	12/13/2011	Open Market Sales	3,048	\$330.40
Edward S. Lampert	12/13/2011	Open Market Sales	758	\$333.20
Edward S. Lampert	12/16/2011	Open Market Sales	11,450	\$326.52
Edward S. Lampert	12/16/2011	Open Market Sales	1,184	\$327.19
Edward S. Lampert	12/16/2011	Open Market Sales	96	\$330.03
Edward S. Lampert	12/19/2011	Open Market Sales	5,106	\$325.52
Edward S. Lampert	12/19/2011	Open Market Sales	4,352	\$326.38
Edward S. Lampert	12/20/2011	Open Market Sales	94,562	\$325.41
Edward S. Lampert	12/20/2011	Open Market Sales	1,431	\$326.14
The Lampert Foundation	12/12/2011	Open Market Sales	160	\$331.72
The Lampert Foundation	12/13/2011	Open Market Sales	4	\$329.00
The Lampert Foundation	12/13/2011	Open Market Sales	68	\$330.40
The Lampert Foundation	12/13/2011	Open Market Sales	17	\$333.20
The Lampert Foundation	12/16/2011	Open Market Sales	297	\$326.52
The Lampert Foundation	12/16/2011	Open Market Sales	31	\$327.19
The Lampert Foundation	12/16/2011	Open Market Sales	2	\$330.03
The Lampert Foundation	12/19/2011	Open Market Sales	128	\$325.52
The Lampert Foundation	12/19/2011	Open Market Sales	109	\$326.38
The Lampert Foundation	12/20/2011	Open Market Sales	2,066	\$325.41
The Lampert Foundation	12/20/2011	Open Market Sales	31	\$326.14

Tynan, LLC ¹	12/12/2011	Open Market Sales	44	\$331.72
Tynan, LLC ¹	12/13/2011	Open Market Sales	1	\$329.00
Tynan, LLC ¹	12/13/2011	Open Market Sales	18	\$330.40
Tynan, LLC ¹	12/13/2011	Open Market Sales	5	\$333.20
Tynan, LLC ¹	12/16/2011	Open Market Sales	81	\$326.52
Tynan, LLC ¹	12/16/2011	Open Market Sales	8	\$327.19
Tynan, LLC ¹	12/16/2011	Open Market Sales	1	\$330.03
Tynan, LLC ¹	12/19/2011	Open Market Sales	35	\$325.52
Tynan, LLC ¹	12/19/2011	Open Market Sales	30	\$326.38
Tynan, LLC ¹	12/20/2011	Open Market Sales	565	\$325.41
Tynan, LLC ¹	12/20/2011	Open Market Sales	9	\$326.14
William C. Crowley ²	12/12/2011	Open Market Sales	27	\$331.72
William C. Crowley ²	12/13/2011	Open Market Sales	1	\$329.00
William C. Crowley ²	12/13/2011	Open Market Sales	13	\$330.40
William C. Crowley ²	12/13/2011	Open Market Sales	3	\$333.20
William C. Crowley ²	12/16/2011	Open Market Sales	371	\$326.52
William C. Crowley ²	12/16/2011	Open Market Sales	38	\$327.19
William C. Crowley ²	12/16/2011	Open Market Sales	3	\$330.03
William C. Crowley ²	12/19/2011	Open Market Sales	34	\$325.52
William C. Crowley ²	12/19/2011	Open Market Sales	29	\$326.38
William C. Crowley ²	12/20/2011	Open Market Sales	321	\$325.41
William C. Crowley ²	12/20/2011	Open Market Sales	5	\$326.14

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

²These Shares are held in a grantor retained annuity trust, of which William C. Crowley is the trustee.
