### Edgar Filing: GOODMAN JOHN D - Form 4

GOODMAN Form 4											
Check thi if no long subject to Section 10 Form 4 or	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: 2005 Estimated average burden hours per		
Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs nue. Section 17(a								response 0.		
(Print or Type R	esponses)										
GOODMAN JOHN D Symbol SEARS (Last) (First) (Middle) 3. Date of (Month/D 3333 BEVERLY ROAD 12/14/20 (Street) 4. If Amer						-	5. Relationship of Reporting Person(s) to Issuer				
			SEARS HOLDINGS CORP [SHLD] 3. Date of Earliest Transaction				(Check	(Check all applicable)			
			nth/Day/Year)	1/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) EVP, Apparel & Home			
			Amendment, Da (Month/Day/Year	-	l		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
HOFFMAN	ESTATES, IL 60	)179					Form filed by M Person	ore than One Re	porting		
(City)	(State) (	Zip)	Fable I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Yo	Code ear) (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	(A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/14/2009		Р	8,570	А	φ 75.79 (1) (2)	34,343	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

**Reporting Owners** 

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
, e e	Director	10% Owner	Officer	Other				
GOODMAN JOHN D 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179			EVP, Apparel & Home					
Signatures								
/s/ Emily A. Sturges, as attorney-in-fact		12/15/2009						
<u>**</u> Signature of Reporting Person		Date						

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$75.62 to \$75.94, inclusive. The reporting person undertakes to provide to Sears Holdings Corporation, any security holder of Sears

(1) Holdings Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

Pursuant to the terms of his offer letter from Sears Holdings Corporation dated November 14, 2009, the reporting person will receive a (2) restricted stock award from Sears Holdings Corporation on December 21, 2009 with a value equal to the dollar amount of the shares of common stock purchased by the reporting person and reported on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.