

DAY JULIAN C  
Form 4  
April 08, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAY JULIAN C

2. Issuer Name **and** Ticker or Trading  
Symbol  
Sears Holdings CORP [SHLD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
3333 BEVERLY ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/06/2005

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

HOFFMAN ESTATES, IL 60179

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	04/06/2005	04/06/2005	M		133,986	A	\$ 10	133,986	D
Common Shares	04/06/2005	04/06/2005	S		37,562	D	\$ 140	96,424	D
Common Shares	04/06/2005	04/06/2005	S		900	D	\$ 140.01	95,524	D
Common Sares	04/06/2005	04/06/2005	S		2,100	D	\$ 140.02	93,424	D
Common Shares	04/06/2005	04/06/2005	S		6,044	D	\$ 140.03	87,380	D
	04/06/2005	04/06/2005	S		800	D		86,580	D

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Common Shares						\$ 140.04		
Common Shares	04/06/2005	04/06/2005	S	4,450	D	\$ 140.05	82,130	D
Common Shares	04/06/2005	04/06/2005	S	200	D	\$ 140.06	81,930	D
Common Shares	04/06/2005	04/06/2005	S	2,968	D	\$ 140.07	78,962	D
Common Shares	04/06/2005	04/06/2005	S	100	D	\$ 140.08	78,862	D
Common Shares	04/06/2005	04/06/2005	S	976	D	\$ 140.09	77,886	D
Common Shares	04/06/2005	04/06/2005	S	13,652	D	\$ 140.1	64,234	D
Common Shares	04/06/2005	04/06/2005	S	1,500	D	\$ 140.11	62,734	D
Common Shares	04/06/2005	04/06/2005	S	400	D	\$ 140.12	62,334	D
Common Shares	04/06/2005	04/06/2005	S	5,990	D	\$ 140.13	56,344	D
Common Shares	04/06/2005	04/06/2005	S	7,650	D	\$ 140.15	48,694	D
Common Shares	04/06/2005	04/06/2005	S	9,062	D	\$ 140.16	39,632	D
Common Shares	04/06/2005	04/06/2005	S	7,774	D	\$ 140.17	31,858	D
Common Shares	04/06/2005	04/06/2005	S	2,300	D	\$ 140.18	29,558	D
Common Shares	04/06/2005	04/06/2005	S	2,200	D	\$ 140.19	27,358	D
Common Shares	04/06/2005	04/06/2005	S	1,750	D	\$ 140.2	25,608	D
Common Shares	04/06/2005	04/06/2005	S	1,200	D	\$ 140.21	24,408	D
Common Shares	04/06/2005	04/06/2005	S	1,581	D	\$ 140.22	22,827	D
Common Shares	04/06/2005	04/06/2005	S	1,300	D	\$ 140.23	21,527	D
Common Shares	04/06/2005	04/06/2005	S	1,000	D	\$ 140.24	20,527	D
	04/06/2005	04/06/2005	S	17,019	D		3,058	D

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Common Shares						\$ 140.25		
Common Shares	04/06/2005	04/06/2005	S	1,300	D	\$ 140.26	2,208	D
Common Shares	04/06/2005	04/06/2005	S	1,008	D	\$ 140.27	1,200	D
Common Shares	04/06/2005	04/06/2005	S	400	D	\$ 140.28	800	D
Common Shares	04/06/2005	04/06/2005	S	800	D	\$ 140.29	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option (Right to Buy)	\$ 10	04/06/2005	04/06/2005	M	133,986	05/06/2004 10/18/2006	common shares 133,986

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAY JULIAN C 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179	X

## Signatures

By: /s/ Andrea Zopp as  
Attorney-in-Fact

04/08/2005

\_\_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).

(1) Option granted in consideration of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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