

SEARS HOLDINGS CORP

Form 4

January 03, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SEARS HOLDINGS CORP [SHLD]

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

12/29/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock, par value \$0.01 per share					38,107,718	I	See Footnotes (1) (2)
Common Stock, par value \$0.01 per share	12/29/2011		J ⁽³⁾	148,611 ⁽³⁾	D \$ 0 ⁽³⁾ 9,912,449	I	See Footnotes (2) (4)
Common Stock, par	12/29/2011		J ⁽⁵⁾	148,611 ⁽⁵⁾	A \$ 0 ⁽⁵⁾ 148,611	I	See Footnotes

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value									(2) (6)
\$0.01 per share									
Common Stock, par value \$0.01 per share	12/29/2011	J ⁽⁷⁾	148,611 ⁽⁷⁾	D	\$ 0 ⁽⁷⁾	0		I	See Footnotes (2) (6)
Common Stock, par value \$0.01 per share						10,230		I	See Footnotes (2) (8)
Common Stock, par value \$0.01 per share						747		I	See Footnotes (2) (9)
Common Stock, par value \$0.01 per share	12/29/2011	J ⁽¹⁰⁾	145,998 ⁽¹⁰⁾	A	\$ 0 ⁽¹⁰⁾	17,209,554		D (2) (11)	

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830	X	X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

/s/ Edward S.
Lampert

01/03/2012

**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) These shares of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share"), are held by ESL Partners, L.P. ("Partners").

This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional Investments is the general partner of RBS, the sole member of CRK and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (2) ESL Investors, L.L.C. ("Investors") distributed these Shares on a pro rata basis to the managing member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors.
- (3) These Shares are held in an account established by the investment member of Investors.
- (4) RBS Partners, L.P. ("RBS"), the managing member of Investors, acquired these Shares in a pro rata distribution from Investors in connection with the restructuring of Investors and the termination of its pecuniary interest in the Shares held by Investors.
- (5) These Shares are held by RBS.
- (6) RBS distributed these Shares, which were received in connection with the termination of its pecuniary interest in the Shares held by Investors, on a pro rata basis to its partners.
- (7) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (8) These Shares are held by CRK Partners, LLC ("CRK").
- (9) These Shares were received in a pro rata distribution from RBS to its partners.
- (10) These Shares are held by Edward S. Lampert, and include 77,983 Shares that were originally reported as owned indirectly through a grantor retained annuity trust, which distributed the 77,983 Shares on January 3, 2012 to Mr. Lampert.

Remarks:

(see signatures of Reporting Persons as Exhibit 99.1)

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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