

SEARS HOLDINGS CORP

Form 3

May 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

J A F F E E R I C D

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/11/2016

3. Issuer Name and Ticker or Trading Symbol

SEARS HOLDINGS CORP [SHLD]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

X Officer ____ Other

(give title below) (specify below)

SVP, Shop Your Way

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

3333 BEVERLY ROAD

(Street)

HOFFMAN

ESTATES, IL 60179

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

0

D

J A

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	9,503	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
JAFFE ERIC D 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179	Â	Â	Â SVP, Shop Your Way	Â

Signatures

/s/ Deann M. Bogner, as
attorney-in-fact

05/19/2016

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This restricted stock unit award was granted on June 1, 2015 and vests in three annual installments of 3,167 shares, 3,168 shares, and (1) 3,168 shares each, beginning on June 1, 2016, which is the first anniversary of the date on which the shares were granted, subject to satisfaction of vesting conditions, including continued employment.

(2) Each RSU represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.

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.