Edgar Filing: Sears Holdings CORP - Form 4

Sears Holdi Form 4	C .										
FORN	A 4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check t if no lou subject Section Form 4 Form 5 obligati may con <i>See</i> Inst	nger to 16. or Filed put ons ntinue.	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								January 31, 2005 verage s per 0.5	
1(b). (Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> PADILLA LUIS A			8					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3333 BEVERLY ROAD								(Check all applicable) Director 10% Owner _X Officer (give title Other (specify below) Pres. Merchandising & Mktg.			
HOEEMAL	I	Filed(Month/Day/Year) Aj					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	N ESTATES, IL 6							Person		-	
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	(Zip) 2A. Deemed Execution D any (Month/Day	l Pate, if	3. Transactic Code (Instr. 8)	4. Securit mDisposed (Instr. 3, 4	ies Aco of (D) 4 and 5 (A) or	quired (A) (ired, Disposed of, or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	y Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	10/13/2005	10/13/200	5	Code V F	Amount 8,189	(D) D	Price \$ 119.48		D		
Common Shares	10/14/2005	10/14/200	5	S	14,386	D	\$ 115.475	2 0	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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				
PADILLA LUIS A 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179			Pres. Merchandising & Mktg.					
Signatures								
/s/David P. Glatz, as Attorney-in-Fact	1	10/17/2005						
**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).

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.