Edgar Filing: SEARS HOLDINGS CORP - Form 4

	DINGS CORP									
Form 4	- 2005									
November 15									PROVAL	
FORM	4 UNITED S	STATES SECUE Was	RITIES Al shington,			GE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 of	er STATEM 6.	ENT OF CHAN	GES IN I SECUR		CIAL	OWN	NERSHIP OF	Expires: Estimated a burden hour response	urs per	
Form 5 obligation may conti See Instru 1(b).	Filed purs sinue. Section 17(a	suant to Section 1 a) of the Public U 30(h) of the In	tility Hold	ing Comp	any A	Act of	1935 or Section		0.5	
(Print or Type R	Responses)									
1. Name and A Day Julian C	ddress of Reporting F	Symbol	r Name and HOLDIN		-	[LD]	5. Relationship of Issuer			
(Last)	(First) (N		f Earliest Tra		L	,	(Checl	k all applicable)	
	RLY ROAD	(Month/E 11/11/2	Day/Year)				X Director Officer (give below)		% Owner her (specify	
	(Street)		endment, Dat nth/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by C	-	-	
HOFFMAN	ESTATES, IL 60)179					Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip) Tabl	le I - Non-Do	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie r(A) or Disp (Instr. 3, 4	(A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Shares	11/11/2005	11/11/2005	М	125,004	А	\$ 20	125,004	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)

1. Title Deriva Securit (Instr. 1	tive Con y or E 3) Pric Deri	version Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Deriv Secur Acqu Dispo		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	ecurities
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Optio (Righ Buy)		\$ 20	11/11/2005	11/11/2005	М		125,004	05/06/2004	10/18/2006	Common Shares	125,004

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Day Julian C 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179	Х					
Signatures						
/s/David P. Glatz, attorney-in-fact	11/1	5/2005				
**Signature of Reporting Person	D	ate				

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. 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.