## Edgar Filing: SEARS HOLDINGS CORP - Form 4

SEARS HO Form 4	LDINGS CORP											
January 16, 1	2015											
FORM	14								OMB AF	PROVAL		
	UNITED	STATES S		ITIES A hington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check th if no lon subject to	ger STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated a	January 31, 2005 average		
Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Filed pursuant to Section 16(a) of the Securities Exchanges Section 17(a) of the Public Utility Holding Company Act of 19 1(b).						Act of	burden hours per response nge Act of 1934, of 1935 or Section					
(Print or Type	Responses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol SEARS HOLDINGS CORP [SHLD]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M			Earliest Tr		u <sub>[</sub> 5	1122]	(Check all applicable)				
MANAGE	HOLME CAPITAI MENT, L.L.C., 44 E BOULEVARD,	L 0 00	/1000000000000000000000000000000000000	ay/Year) )15				Director Officer (give t below)	title	o Owner er (specify		
	(Street)			ndment, Da th/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	one Reporting Per	rson		
MIAMI, FL	2 33137							Person		porting		
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative S	Securi	ities Acqu	uired, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit or(A) or Dis (Instr. 3, 4	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares, \$.01 par value	01/14/2015			Code V S <u>(2)</u>	Amount 12,300	(D)	Price \$ 34.05	(Instr. 3 and 4) 25,631,773	I	See footnote $(1)$		
Common Shares, \$.01 par value	01/15/2015			S <u>(2)</u>	15,900	D	\$ 34.19	25,615,873	I	See footnote $(1)$		
Common Shares,	01/16/2015			S <u>(2)</u>	22,800	D	\$ 34.06	25,593,073	Ι	See footnote		

**Reporting Owners** 

\$.01 par value			<u>(1)</u>				
Common Shares, \$.01 par value	913,000	D					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e			le and unt of rlying rities . 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**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. Х 4400 BISCAYNE BOULEVARD, 9TH FLOOR **MIAMI, FL 33137 Signatures** Bruce R. Berkowitz, By: /s/ Paul Thomson, 01/16/2015 Attorney-in-fact \*\*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).

The securities may be deemed to be beneficially owned by Mr. Bruce R. Berkowitz (the "Reporting Person") as the managing member of a registered investment adviser, which may be deemed to have beneficial ownership of the securities because it serves as the investment manager to a registered investment company and certain private funds and managed accounts. The Reporting Person disclaims beneficial

(1) Intradget to a registered investment company and certain private funds and managed accounts. The Reporting Ferson discrams beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The securities were held in an account managed indirectly by the Reporting Person (the "Managed Account") and were sold pursuant to client instructions. The Reporting Person does not have any direct or indirect pecuniary interest in the Managed Account because the

(2) Cheft instructions. The Reporting Person does not have any direct of indirect peculiary interest in the Managed Account because the Reporting Person (i) does not receive any incentive compensation from the Managed Account and (ii) does not have a direct or indirect interest in the Managed Account.

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.