

SEARS HOLDINGS CORP

Form 4

January 11, 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)

01/09/2012

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share				(A) or (D)	Price		See Footnotes (1) (2)
Common Stock, par value \$0.01 per share	01/11/2012		J ⁽³⁾	573,184 ⁽³⁾	A \$ 0 ⁽³⁾ 573,184	I	See Footnotes (2) (4)
Common Stock, par value \$0.01 per share	01/11/2012		J ⁽⁵⁾	573,184 ⁽⁵⁾	D \$ 0 ⁽⁵⁾ 0	I	See Footnotes

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value									(2) (4)
\$0.01 per share									
Common Stock, par value \$0.01 per share					10,230		I		See Footnotes (2) (6)
Common Stock, par value \$0.01 per share					747		I		See Footnotes (2) (7)
Common Stock, par value \$0.01 per share	01/09/2012	P	<u>4,461,329</u> (8)	A	\$ <u>29.2</u> (8)	21,670,883		D	(2) (9)
Common Stock, par value \$0.01 per share	01/09/2012	P	214,288	A	\$ <u>29.52</u> (10)	21,885,171		D	(2) (9)
Common Stock, par value \$0.01 per share	01/10/2012	P	182,900	A	\$ <u>30.4</u> (11)	22,068,071		D	(2) (9)
Common Stock, par value \$0.01 per share	01/11/2012	P	12,012	A	\$ <u>30.99</u>	22,080,083		D	(2) (9)
Common Stock, par value \$0.01 per share	01/11/2012	<u>J</u> (12)	<u>561,720</u> (12)	A	\$ <u>0</u> (12)	22,641,803		D	(2) (9)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
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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	01/11/2012
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer	01/11/2012
__Signature of Reporting Person	Date
RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	01/11/2012
__Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	01/11/2012
__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) RBS Partners, L.P. ("RBS"), the managing member of ESL Investors, L.L.C. ("Investors"), acquired these Shares in a distribution from Investors in lieu of a cash payment for management fees.
- (3) These Shares are held by RBS.
- (4) RBS distributed these Shares, which were received in lieu of a cash payment for management fees from Investors, on a pro rata basis to its partners.
- (5) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (6) These Shares are held by CRK Partners, LLC ("CRK").
- (7) This price represents the price per Share of private purchases from Investors.
- (8) These Shares are held by Edward S. Lampert.
- (9) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$29.13 to \$29.65 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- (10) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$30.15 to \$30.50 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- (11) These Shares were received in a pro rata distribution from RBS to its partners.
- (12)

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

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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