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McGuire Ma	ureen A											
Form 4												
May 03, 2006	5											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check this				0 /					Expires:	January 31,		
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWNERSHIP O						Explices. 2005 Estimated average		
subject to State view of Charter Section 16.				SECURITIES					burden hours per			
Form 4 or									response 0.5			
Form 5	Filed J	pursuant to	Section 16	6(a) of the	Securiti	es Ex	kchang	ge Act of 1934,				
obligation may conti				•	•	- ·		f 1935 or Sectio	n			
<i>See</i> Instru 1(b).		30(h)) of the Inv	vestment	Company	y Act	of 19	40				
(Print or Type R	esponses)											
1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading McGuire Maureen A Symbol					g	5. Relationship of Reporting Person(s) to Issuer						
Synt				Symbol Issuer SEARS HOLDINGS CORP [SHLD] (CI					eck all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			× ×	11	,		
				lonth/Day/Year)				Director 10% Owner X Officer (give title Other (specify				
			below)					below)	give title Other (specify below) 2 & Chf Mktg Officer			
	(Street)		4. If Amer	ndment, Dat	e Original			6. Individual or J	oint/Group Filin	1g(Check		
			Ionth/Day/Year)				Applicable Line)					
								X Form filed by				
HOFFMAN	ESTATES, II	L 60179						Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction			3.	4. Securi			5. Amount of	6. Ownership			
Security			on Date, if	nAcquired (A) or				Form: Direct	Indirect			
(Instr. 3)		any (Month	CodeDisposed of (D)/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned	Indirect (I) Owner	Beneficial Ownership		
		($\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}}}}}}}}}$			-)	Following	(Instr. 4)				
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
a				Code V	Amount	(D)	Price	(msu. 5 and 4)				
Common Stock	05/01/2006			А	2,098	А	\$ 0 (1)	10,414	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 of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code 1	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address			Relationships			
hepotolig o whet that of that out	Director	10% Owner	Officer	Other		
McGuire Maureen A 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179			EVP & Chf Mktg Officer			
Signatures						
/s/Dorian R. Williams, as attorney-in-fact		05/03/200)6			
**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) Restricted stock award that vests in full on May 1, 2009.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.