SEARS HOLDINGS CORP

Form 4

January 08, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

SEARS HOLDINGS CORP [SHLD]

1(b).

(Print or Type Responses)

BERKOWITZ BRUCE R

1. Name and Address of Reporting Person *

Common Shares, Solupar Common C		(T () (T' () (M' 111)			2.5.	O.D. CELLUM C					(Check an applicable)			
CO FAIRH	(Last) (First) (Middle)						ansaction							
City		MANAGEM BISCAYNE							Officer (give title Other (specify					
MIAMI, FL 33137 See Tiled(Month/Day/Fear) Filed(Month/Day/Fear) Securities Securit			(6, 1)		4 70 4		_							
City			(Street)											
City					Filed(Mon	ith/Day/	Year)			**			
1. Title of Security (Instr. 3)	MIAMI, FL 33137										Form filed by More than One Reporting			
Security (Instr. 3) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4) (In		(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											ly Owned	
Common Shares, \$.01 par value Common O1/08/2016 P(1) 54,300 A \$19.1 28,185,748 I Footnote (2) Example 20,000 A \$18.42 28,205,748 I Footnote (2) Common O1/08/2016 P(3) 22,800 A \$ 28,206,448 I See		Security	curity (Month/Day/Year) Executio str. 3) any			Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
Shares, $01/06/2016$ $P_{\underline{}}^{(1)}$ $54,300$ A $$19.1$ $28,185,748$ I Footnote value Common Shares, $$01/07/2016$ $P_{\underline{}}^{(1)}$ $20,000$ A $$18.42$ $28,205,748$ I See Common $01/08/2016$ $P_{\underline{}}^{(2)}$ $22,800$ A $$28,206,448$ I See						Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Shares, $01/07/2016$ $P_{\underline{}}^{(1)}$ $20,000$ A $\begin{array}{c} \$ \\ 18.42 \end{array}$ $28,205,748$ I $\begin{array}{c} \text{See} \\ \text{Footnote} \\ \underline{} \\ 22,800 \end{array}$ Common $\begin{array}{c} 01/08/2016 \end{array}$ $\begin{array}{c} P_{\underline{}} \end{array}$ $\begin{array}{c} 22,800 \end{array}$ A $\begin{array}{c} \$ \\ 18.42 \end{array}$ $\begin{array}{c} 28,205,748 \end{array}$ I $\begin{array}{c} \text{See} \\ \text{Footnote} \\ \underline{} \end{array}$		Shares, \$.01 par	01/06/2016			P(1)		54,300	A	\$ 19.1	28,185,748	I	Footnote	
		Shares, \$.01 par	01/07/2016			P(1)		20,000	A	\$ 18.42	28,205,748	I	Footnote	
			01/08/2016			P(3)		22,800	A			I		

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\$.01 par value

Common Shares, \$.01 par value

71,700 D

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

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SEC 1474

(9-02)

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)	Securities		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	01/06/2016		S <u>(5)</u>	1	100	11/18/2014	12/15/2019	Common Stock, par value \$0.01	111
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	01/07/2016		S <u>(5)</u>	3,	,120	11/18/2014	12/15/2019	Common Stock, par value \$0.01	3,463
Warrants to Purchase Common Stock, par value	\$ 25.686						11/18/2014	12/15/2019	Common Stock, par value \$0.01	0

\$0.01

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137



Signatures

Bruce R. Berkowitz, By: /s/ Paul Thomson, Attorney-in-fact

01/08/2016

**Signature of Reporting Person

Date

Explanation of Responses:

Act of 1934, as amended, or for any other purpose.

- * 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 are held in accounts managed indirectly by Mr. Bruce R. Berkowitz (the "Reporting Person"). The Reporting Person does not have any direct or indirect pecuniary interest in the managed accounts because the Reporting Person (i) does not receive any incentive compensation from the managed accounts and (ii) does not have a direct or indirect interest in the managed accounts.
 - The securities may be deemed to be beneficially owned by the Reporting Person because he controls the sole 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 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
- The securities are held in an account managed indirectly by the Reporting Person. The Reporting Person does not have any direct or indirect pecuniary 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.
- (4) In addition to the 22,800 securities reported in Column 4, the amount reported in Column 5 accounts for 22,100 shares now held in accounts over which the Reporting Person no longer has beneficial ownership.
- The securities were held in an account managed indirectly by the Reporting Person and were sold pursuant to client instructions. The

 (5) Reporting Person does not have any direct or indirect pecuniary 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.
- (6) In addition to the 3,120 derivative securities reported in Column 5, the amount reported in Column 9 accounts for 9,449 derivative securities now held in accounts over which the Reporting Person no longer has beneficial ownership.

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