

SEARS HOLDINGS CORP

Form 4

February 10, 2016

**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 \*  
**BERKOWITZ BRUCE R**

(Last) (First) (Middle)

**C/O FAIRHOLME CAPITAL  
MANAGEMENT, L.L.C., 4400  
BISCAYNE BOULEVARD, 9TH  
FLOOR**

(Street)

**MIAMI, FL 33137**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SEARS HOLDINGS CORP [SHLD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/08/2016**

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$.01 par value	02/08/2016		P <sup>(1)</sup>		2,100	A	\$ 16.34	28,473,648	I	See Footnote (2)
Common Shares, \$.01 par value	02/09/2016		P <sup>(1)</sup>		6,600	A	\$ 15.74	28,480,248	I	See Footnote (2)
Common Shares,	02/09/2016		P <sup>(3)</sup>		50,000	A	\$ 15.47	28,530,248	I	See Footnote

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\$.01 par value									(2)
Common Shares, \$.01 par value	02/09/2016		P <sup>(3)</sup>	7,100	A	\$ 15.71	28,537,348	I	See Footnote (2)
Common Shares, \$.01 par value	02/09/2016		P <sup>(3)</sup>	10,200	A	\$ 15.64	28,547,548	I	See Footnote (2)
Common Shares, \$.01 par value	02/10/2016		P <sup>(3)</sup>	50,000	A	\$ 15.1	28,597,548	I	See Footnote (2)
Common Shares, \$.01 par value	02/10/2016		S <sup>(4)</sup>	10,200	D	\$ 15.3	27,994,348 <sup>(5)</sup>	I	See Footnote (2)
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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**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. 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. Amount or Number of Shares
Warrants to Purchase	\$ 25.686	02/10/2016		S <sup>(4)</sup>	1,865	11/18/2014 12/15/2019	Common Stock, par value	2,070



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