

SEARS HOLDINGS CORP
Form 4
March 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/01/2010

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/01/2010		J ⁽¹⁾		638,034 ⁽¹⁾	D	\$ 0 ⁽¹⁾
					51,338,633	I	
Common Stock, par value \$0.01 per share					10,230	I	
Common Stock, par value \$0.01 per share					10,059,240	I	

See Footnotes (2) (8)

See Footnotes (3) (8)

See Footnotes

value \$0.01 per share			(4) (8)
Common Stock, par value \$0.01 per share	747	I	See Footnotes (5) (8)
Common Stock, par value \$0.01 per share	79,150	I	See Footnotes (6) (8)
Common Stock, par value \$0.01 per share	3,825,147	D (7) (8)	

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. 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 Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

LAMPERT EDWARD S
200 GREENWICH AVENUE X X
GREENWICH, CT 06830

ESL INVESTMENTS INC
200 GREENWICH AVENUE X
GREENWICH, CT 06830

RBS PARTNERS L P /CT
200 GREENWICH AVENUE X
GREENWICH, CT 06830

ESL PARTNERS, L.P.
200 GREENWICH AVENUE X
GREENWICH, CT 06830

Signatures

Edward S. Lampert 03/02/2010
Date
Signature of Reporting Person

Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc. 03/02/2010
Date
Signature of Reporting Person

Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P. 03/02/2010
Date
Signature of Reporting Person

Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P., the general partner of ESL Partners, L.P. 03/02/2010
Date
Signature of Reporting Person

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) ESL Partners, L.P. ("Partners") distributed these shares of common stock, par value \$0.01 per share, of Sears Holdings Corporation ("Shares") on a pro rata basis to limited partners that elected in 2009 to redeem their interests in Partners.
- (2) These Shares are held by Partners.
- (3) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (4) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (5) These Shares are held by CRK Partners, LLC ("CRK").
- (6) These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.
- (7) These Shares are held by Mr. Lampert.
- (8) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("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 and the sole member of CRK and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.

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

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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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