

SEARS HOLDINGS CORP

Form 4

September 05, 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)

1170 KANE CONCOURSE, SUITE 200

(Street)

BAY HARBOR, FL 33154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

09/04/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	09/04/2012		P	1,677,335 A	\$ 52.75 (1)	35,350,398 I	See Footnotes (2) (3)
Common Stock, par value \$0.01 per share	09/04/2012		P	722,489 A	\$ 52.75 (1)	23,469,942 D (3) (4)	
Common Stock, par						2,494,783 I	See Footnotes

value \$0.01 per share									(3) (5)
Common Stock, par value \$0.01 per share					1,939,872	I			See Footnotes (3) (6)
Common Stock, par value \$0.01 per share					10,230	I			See Footnotes (3) (7)
Common Stock, par value \$0.01 per share					747	I			See Footnotes (3) (8)

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)

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 Repor 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 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X	X
ESL PARTNERS, L.P. 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X
RBS PARTNERS L P /CT 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X
ESL INVESTMENTS INC 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154		X

Signatures

/s/ Edward S. Lampert	09/05/2012
__Signature of Reporting Person	Date
/s/ Edward S. Lampert, Chief Executive Officer, ESL Investments, Inc., as general partner of RBS Partners, L.P., as general partner for ESL PARTNERS, L.P.	09/05/2012
__Signature of Reporting Person	Date
/s/ Edward S. Lampert, Chief Executive Officer, ESL Investments, Inc., as general partner for RBS PARTNERS, L.P.	09/05/2012
__Signature of Reporting Person	Date
/s/ Edward S. Lampert, Chief Executive Officer for ESL INVESTMENTS, INC.	09/05/2012
__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) This price represents the price per share of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share") of private sales to ESL Partners, L.P. ("Partners") and Mr. Lampert.
- (2) These Shares are held by Partners.

This Form 4 is filed on behalf of Mr. Lampert, Partners, RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("Investments"). RBS is the general partner of Partners, SPE Master I, LP ("SPE Master") and SPE I Partners, LP ("SPE Partners"). RBS Investment Management, L.L.C. ("RBSIM") is the general partner of ESL Institutional Partners, L.P. ("Institutional"). Investments is the general partner of RBS and the managing member of CRK Partners, LLC ("CRK") and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (3) Management, L.L.C. ("RBSIM") is the general partner of ESL Institutional Partners, L.P. ("Institutional"). Investments is the general partner of RBS and the managing member of CRK Partners, LLC ("CRK") and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (4) These Shares are held by Mr. Lampert.
- (5) These Shares are held by SPE Master.
- (6) These Shares are held by SPE Partners.
- (7) These Shares are held by Institutional.
- (8) These Shares are held by CRK.

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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