

RBS INVESTMENT MANAGEMENT LLC
 Form 4
 January 13, 2010

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)

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)

01/11/2010

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 01/11/2010 | | J ⁽¹⁾ | 328,009 ⁽¹⁾ | D \$ 0 ⁽¹⁾ 10,230 | I | See Footnotes (2) (14) |
| Common Stock, par value \$0.01 per share | 01/11/2010 | | J ⁽³⁾ | 3,633,474 ⁽³⁾ | D \$ 0 ⁽³⁾ 0 | I | See Footnotes (4) (14) |
| Common Stock, par | 01/11/2010 | | J ⁽⁵⁾ | 15,999 ⁽⁵⁾ | D \$ 0 ⁽⁵⁾ 0 | I | See Footnotes |

| | | | | | | | | |
|--|--|--|--|------------|---|------|-----------|-------------------------------|
| value \$0.01 per share | | | | | | | | (6) (14) |
| Common Stock, par value \$0.01 per share | | | | 10,059,240 | I | | | See Footnotes (7) (14) |
| Common Stock, par value \$0.01 per share | | | | 51,976,667 | I | | | See Footnotes (8) (14) |
| Common Stock, par value \$0.01 per share | | | | 747 | I | | | See Footnotes (9) (14) |
| Common Stock, par value \$0.01 per share | | | | 79,150 | I | (10) | | See Footnotes (11) (14) |
| Common Stock, par value \$0.01 per share | | | | 3,825,147 | D | (12) | (13) (14) | |

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 Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

Edward S. Lampert, as managing member of ESL Investment Management (GP), L.L.C., the general partner of ESL Investment Management, L.P.

__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) ESL Institutional Partners, L.P. ("Institutional") distributed these shares of common stock, par value \$0.01 per share, of Sears Holdings Corporation ("Shares") to its general partner, RBS Investment Management, L.L.C. ("RBSIM"), in an in-kind pro rata distribution for no consideration. RBSIM then distributed these Shares to its members in an in-kind pro rata distribution for no consideration.
- (2) These Shares are held by Institutional.
- (3) RBS Partners, L.P. ("RBS") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
- (4) These Shares are held by RBS.
- (5) ESL Investment Management, L.P. ("ESLIM") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
- (6) As a result of this distribution, ESLIM will not be a Reporting Person in future Form 4 filings.
- (7) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (8) These Shares are held by ESL Partners, L.P. ("Partners").
- (9) These Shares are held by CRK Partners, LLC ("CRK").
- (10) These Shares were distributed by RBSIM in an in-kind pro rata distribution for no consideration.
- (11) These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.
- (12) These Shares include 3,565,316 Shares distributed by RBS in an in-kind pro rata distribution for no consideration, 244,153 Shares distributed by RBSIM in an in-kind pro rata distribution for no consideration and 15,678 Shares distributed by ESLIM in an in-kind pro rata distribution for no consideration. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously had an indirect interest. The distributions did not change Mr. Lampert's overall pecuniary interest in securities of Sears Holdings Corporation.
- (13) These Shares are held by Mr. Lampert.
- (14) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, RBSIM, Institutional and ESLIM. RBS is the general partner of Partners and the managing member of Investors. 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 and the managing member of the general partner of ESLIM.

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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