

BERKOWITZ BRUCE R
Form 4
November 13, 2017

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
MIAMI, FL 33137

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Shares, \$.01 par value	11/09/2017		S ⁽¹⁾	124,100	D	\$ 4.61	27,094,318 I	See Footnote <u>(2)</u>
Common Shares, \$.01 par value	11/09/2017		S ⁽³⁾	19,700	D	\$ 4.61	27,074,618 I	See Footnote <u>(2)</u>
Common Shares,	11/10/2017		S ⁽¹⁾	156,500	D	\$ 4.62	26,918,118 I	See Footnote

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\$.01 par value									(2)
Common Shares, \$.01 par value	11/10/2017	S ⁽³⁾	24,900	D	\$ 4.62	26,893,218	I		See Footnote (2)
Common Shares, \$.01 par value	11/13/2017	S ⁽¹⁾	33,500	D	\$ 4.26	26,859,718	I		See Footnote (2)
Common Shares, \$.01 par value	11/13/2017	S ⁽³⁾	5,300	D	\$ 4.26	24,711,864 ⁽⁴⁾	I		See Footnote (2)
Common Shares, \$.01 par value						799,516	D		

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Common Stock, par value	\$ 25.686					11/18/2014	12/15/2019	Common Stock, par value \$0.01	0

\$0.01

Warrants

to

Purchase

Common \$ 25.686

Stock, par

value

\$0.01

11/18/2014 12/15/2019

Common
Stock, par
value 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

X

Signatures

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

11/13/2017

__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) The reported securities were directly owned by The Fairholme Fund, a series of Fairholme Funds, Inc. (the "Fairholme Fund"), managed indirectly by Mr. Bruce R. Berkowitz (the "Reporting Person"). The Reporting Person disclaims beneficial ownership in the Fairholme Fund except to the extent of his pecuniary interest, if any, therein.

(2) 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 separate series of a registered investment company 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 Act of 1934, as amended, or for any other purpose.

(3) The reported securities were directly owned by The Fairholme Allocation Fund, a series of Fairholme Funds, Inc. (the "Allocation Fund"), managed indirectly by the Reporting Person. The Reporting Person disclaims beneficial ownership in the Allocation Fund except to the extent of his pecuniary interest, if any, therein.

(4) In addition to the 5,300 securities reported in Column 4, the amount reported in Column 5 accounts for 2,142,554 shares now held in accounts over which the Reporting Person no longer has beneficial ownership.

(5) The amount reported in Column 9 accounts for 152,871 derivative securities now held in accounts over which the Reporting Person no longer has beneficial ownership.

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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