

SEARS HOLDINGS CORP  
Form 4  
January 03, 2012

**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)

12/29/2011

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 |                                      |  |                                |   | 38,107,718  | I  | See Footnotes (1) (2)                                 |                       |
| Common Stock, par value \$0.01 per share | 12/29/2011                           |  | J <sup>(3)</sup>               | 148,611 <sup>(3)</sup>  | D \$ 0 <sup>(3)</sup>   | 9,912,449  | I   | See Footnotes (2) (4) |
| Common Stock, par value \$0.01 per share | 12/29/2011                           |  | J <sup>(5)</sup>               | 148,611 <sup>(5)</sup>  | A \$ 0 <sup>(5)</sup>   | 148,611  | I   | See Footnotes         |

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|  |            |                   |                         |   |                      |            |  |            |                       |
|--|------------|-------------------|-------------------------|---|----------------------|------------|--|------------|-----------------------|
| value                                    |            |                   |                         |   |                      |            |  |            | (2) (6)               |
| \$0.01 per share                         |            |                   |                         |   |                      |            |  |            |                       |
| Common Stock, par value \$0.01 per share | 12/29/2011 | J <sup>(7)</sup>  | 148,611 <sup>(7)</sup>  | D | \$ 0 <sup>(7)</sup>  | 0          |  | I          | See Footnotes (2) (6) |
| Common Stock, par value \$0.01 per share |            |                   |                         |   |                      | 10,230     |  | I          | See Footnotes (2) (8) |
| Common Stock, par value \$0.01 per share |            |                   |                         |   |                      | 747        |  | I          | See Footnotes (2) (9) |
| Common Stock, par value \$0.01 per share | 12/29/2011 | J <sup>(10)</sup> | 145,998 <sup>(10)</sup> | A | \$ 0 <sup>(10)</sup> | 17,209,554 |  | D (2) (11) |                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAMPERT EDWARD S<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830     | X             | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| ESL PARTNERS, L.P.<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830   |               | X         |         |       |

## Signatures

/s/ Edward S.  
Lampert

01/03/2012

\*\*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) These shares of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share"), are held by ESL Partners, L.P. ("Partners").  
  
This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), 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, the sole member of CRK and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (2) ESL Investors, L.L.C. ("Investors") distributed these Shares on a pro rata basis to the managing member of Investors in connection with the restructuring of Investors and the termination of the managing member's pecuniary interest in the Shares held by Investors.
- (3) These Shares are held in an account established by the investment member of Investors.
- (4) RBS Partners, L.P. ("RBS"), the managing member of Investors, acquired these Shares in a pro rata distribution from Investors in connection with the restructuring of Investors and the termination of its pecuniary interest in the Shares held by Investors.
- (5) These Shares are held by RBS.
- (6) RBS distributed these Shares, which were received in connection with the termination of its pecuniary interest in the Shares held by Investors, on a pro rata basis to its partners.
- (7) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (8) These Shares are held by CRK Partners, LLC ("CRK").
- (9) These Shares were received in a pro rata distribution from RBS to its partners.
- (10) These Shares are held by Edward S. Lampert, and include 77,983 Shares that were originally reported as owned indirectly through a grantor retained annuity trust, which distributed the 77,983 Shares on January 3, 2012 to Mr. Lampert.

**Remarks:**

(see signatures of Reporting Persons as Exhibit 99.1)

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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