

SEARS HOLDINGS CORP

Form 4

December 12, 2014

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

(Last) (First) (Middle)

C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$.01 par value	12/10/2014		P		8,000	A	\$ 32.31	25,654,273	I	See Footnote (1)
Common Shares, \$.01 par value	12/11/2014		P		7,000	A	\$ 32.04	25,661,273	I	See Footnote (1)
Common Shares,	12/12/2014		S ⁽²⁾		14,600	D	\$ 31.99	25,646,673	I	See Footnote

\$.01 par value

(1)

Common Shares, \$.01 par value

913,000 D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Warrants to Purchase Common Stock, par value \$0.01	\$ 28.41	11/24/2014		P	20,100	11/18/2014	12/15/2019	Common Stock, par value \$0.01	20,100
Warrants to Purchase Common Stock, par value \$0.01	\$ 28.41	11/24/2014		P	74,900	11/18/2014	12/15/2019	Common Stock, par value \$0.01	74,900
Warrants to Purchase Common Stock, par value \$0.01	\$ 28.41	11/24/2014		P	25,000	11/18/2014	12/15/2019	Common Stock, par value \$0.01	25,000
Warrants to Purchase Common Stock, par value \$0.01	\$ 28.41	12/03/2014		P	300	11/18/2014	12/15/2019	Common Stock, par value \$0.01	300

Purchase
Common
Stock, par
value
\$0.01

value
\$0.01

Warrants
to
Purchase
Common
Stock, par
value
\$0.01

\$ 28.41 12/04/2014 P 1,500 11/18/2014 12/15/2019

Common
Stock, par
value
\$0.01 1,500

Warrants
to
Purchase
Common
Stock, par
value
\$0.01

\$ 28.41 12/12/2014 S⁽²⁾ 3,009 11/18/2014 12/15/2019

Common
Stock, par
value
\$0.01 3,000

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

12/12/2014

**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 securities may be deemed to be beneficially owned by Mr. Bruce R. Berkowitz (the "Reporting Person") as the managing 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 a registered investment company and certain private funds 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.

(2) The securities were held in an account managed indirectly by the Reporting Person and were sold pursuant to client instructions due to an account closure.

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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