SEARS HOLDINGS CORP

Form 4

January 07, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Issuer

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

OMB APPROVAL

response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

SEARS HOLDINGS CORP [SHLD]

Symbol

1(b).

(Print or Type Responses)

BERKOWITZ BRUCE R

1. Name and Address of Reporting Person *

			SEARS HOLDINGS CORP [SHLD]					SHLD]	(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) 01/05/2015						DirectorX 10% Owner Officer (give title Other (specify below)				
(Street) 4. If Amer				endment, Date Original					6. Individual or Joint/Group Filing(Check				
MIAMI, FL 33137				Ionth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned				
1.Title of	2 Transaction Da	te 24 Deem		3.	יוו-נו			-	5. Amount of	6. Ownership	•		
Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Year)		Date, if	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				d of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Shares, \$.01 par value	01/05/2015			Р		5,000	A	\$ 31.74	25,637,273	I	See Footnote (1)		
Common Shares, \$.01 par value	01/06/2015			P		5,000	A	\$ 30.97	25,642,273	I	See Footnote		
Common Shares,	01/07/2015			P		1,800	A	\$ 31.84	25,644,073	I	See Footnote		

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\$.01 par value

Common Shares, \$.01 par value

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
copyring of the remaining	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
01/07/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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).

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

(1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.