SEARS ROEBUCK & CO
Form SC 13G
February 10, 2004

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.3)*

SEARS ROEBUCK & CO

(NAME OF ISSUER)

COM

(TITLE OF CLASS OF SECURITIES)

812387108

(CUSIP NUMBER)

December 31, 2003

(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCE CAPITAL MANAGEMENT L.P., AS INVESTMENT ADVISER. (ALLIANCE CAPITAL MANAGEMENT L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 812387108 13G Page 2 of 12 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [X]
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2003 BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER	6,419,399
	6.	SHARED VOTING POWER	1,304,487
	7.	SOLE DISPOSITIVE POWER	11,466,431
	8.	SHARED DISPOSITIVE POWER	972,513

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,438,944
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.9%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 812387108 13G Page 3 of 12 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [X]
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2003	5.	SOLE VOTING POWER	6,419,399
	6.	SHARED VOTING POWER	1,304,487

BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	11,466,431
	8.	SHARED DISPOSITIVE POWER	972,513

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership) — 12,438,944

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * — | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 — 4.9%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 812387108 13G Page 4 of 12 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * — (A) [X] (B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2003 BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER	6,419,399
	6.	SHARED VOTING POWER	1,304,487
	7.	SOLE DISPOSITIVE POWER	11,466,431
	8.	SHARED DISPOSITIVE POWER	972,513

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership) — 12,438,944

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * — | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 — 4.9%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 812387108 13G Page 5 of 12 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ]
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2003 BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER	6,419,399
	6.	SHARED VOTING POWER	1,304,487
	7.	SOLE DISPOSITIVE POWER	11,466,431
	8.	SHARED DISPOSITIVE POWER	972,513

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,438,944
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.9%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 812387108 13G Page 6 of 12 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ]
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2003	5.	SOLE VOTING POWER	5,624,715
	6.	SHARED VOTING POWER	1,304,487

BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	11,350,247
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership) 11,350,247

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%

12. TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:
SEARS ROEBUCK & CO

Item 1(b) Address of Issuer's Principal Executive Offices:
3333 Beverly Road
Hoffman Estates, IL 60179

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and
AXA Assurances Vie Mutuelle,
370, rue Saint Honore
75001 Paris, France

AXA Courtage Assurance Mutuelle
26, rue Louis le Grand
75002 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA
25, avenue Matignon
75008 Paris, France

AXA Financial, Inc.
1290 Avenue of the Americas
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any

Item 2(c) Citizenship:
Mutuelles AXA and AXA - France

AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

COM

Item 2(e) Cusip Number:
812387108

Item 3. Type of Reporting Person:
AXA Financial, Inc. as a parent holding company,
in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

Item 4. Ownership as of December 31, 2003
(a) Amount Beneficially Owned:
12,438,944 shares of common stock beneficially owned including:

	No. of Shares
The Mutuelles AXA, as a group	0
AXA	0
AXA Entity or Entities	
Common Stock acquired solely for investment purposes:	
AXA Investment Managers Den Haag	884
AXA Konzern AG (Germany)	115,300
AXA Rosenberg Investment Management LLC	972,513
AXA Financial, Inc.	0
Subsidiaries:	
Alliance Capital Management L.P. acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	
Common Stock 11,337,647	
	11,337,647
The Equitable Life Assurance Society of the United States	
acquired solely for investment purposes:	
Common Stock 12,600	

	12,600
Total	12,438,944

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 4.9%

ITEM 4. Ownership as of December 31, 2003 (CONT.)

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Investment Managers Den Haag	884	0	884	0
AXA Konzern AG (Germany)	115,300	0	115,300	0
AXA Rosenberg Investment Management LLC	678,500	0	0	972,513
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
Alliance Capital Management L.P.	5,614,215	1,304,487	11,337,647	0
The Equitable Life Assurance Society of the United	10,500	0	12,600	0

6,419,399	1,304,487	11,466,431	972,513

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Item 5. Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the (X)

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

AXA Investment Managers Den Haag

AXA Konzern AG (Germany)
AXA Rosenberg Investment Management LLC

(X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:

(X) Alliance Capital Management L.P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

(X) The Equitable Life Assurance Society of the United States (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a

participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2004

AXA FINANCIAL, INC.*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.