

Sears Holdings CORP
Form 4
June 03, 2005

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 *
Day Julian C

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)

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

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

3333 BEVERLY ROAD

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

(Street)

HOFFMAN ESTATES, IL 60103

(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 Beneficial Ownership (Instr. 4)
Common Shares	06/01/2005		M	V	14,331 A \$ 20	14,331	D
Common Shares	06/01/2005		S		100 D \$ 146.7	14,231	D
Common Shares	06/01/2005		S		1,600 D \$ 147	12,631	D
Common Shares	06/01/2005		S		269 D \$ 147.73	12,362	D
Common Shares	06/01/2005		S		100 D \$ 147.76	12,262	D
	06/01/2005		S		1,000 D	11,262	D

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Common Shares					\$ 147.79		
Common Shares	06/01/2005	S	100	D	\$ 147.81	11,162	D
Common Shares	06/01/2005	S	1,000	D	\$ 147.92	10,162	D
Common Shares	06/01/2005	S	3,362	D	\$ 148	6,800	D
Common Shares	06/01/2005	S	300	D	\$ 148.09	6,500	D
Common Shares	06/01/2005	S	300	D	\$ 148.1	6,200	D
Common Shares	06/01/2005	S	100	D	\$ 148.11	6,100	D
Common Shares	06/01/2005	S	100	D	\$ 148.13	6,000	D
Common Shares	06/01/2005	S	100	D	\$ 148.15	5,900	D
Common Shares	06/01/2005	S	200	D	\$ 148.19	5,700	D
Common Shares	06/01/2005	S	800	D	\$ 148.2	4,900	D
Common Shares	06/01/2005	S	100	D	\$ 148.21	4,800	D
Common Shares	06/01/2005	S	100	D	\$ 148.22	4,700	D
Common Shares	06/01/2005	S	300	D	\$ 148.23	4,400	D
Common Shares	06/01/2005	S	100	D	\$ 148.24	4,300	D
Common Shares	06/01/2005	S	1,100	D	\$ 148.25	3,200	D
Common Shares	06/01/2005	S	800	D	\$ 148.27	2,400	D
Common Shares	06/01/2005	S	500	D	\$ 148.3	1,900	D
Common Shares	06/01/2005	S	475	D	\$ 148.5	1,425	D
Common Shares	06/01/2005	S	100	D	\$ 149.02	1,325	D
	06/01/2005	S	100	D		1,225	D

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Common Shares					\$					149.04
Common Shares	06/01/2005		S	438	D	\$	149.05	787		D
Common Shares	06/01/2005		S	100	D	\$	149.09	687		D
Common Shares	06/01/2005		S	200	D	\$	149.1	487		D
Common Shares	06/01/2005		S	487	D	\$	149.19	0		D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 20	06/01/2005	06/01/2005	M	14,331	05/06/2004 10/18/2006	Common Shares	203,990	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day Julian C 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60103	X			

Signatures

/s/ James E. Defebaugh, as Attorney-in-Fact
06/03/2005

**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) 1 Option granted in consideration of service.

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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