SEARS HOLDINGS CORP

Form 4

August 17, 2015

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol SEARS HOLDINGS CORP [SHLD]					5. Relationship of Reporting Person(s) to Issuer			
(Mo				3. Date of Earliest Transaction (Month/Day/Year) 08/13/2015				(Check all applicable) DirectorX 10% Owner Officer (give title below) Other (specify below)			
(Street) MIAMI, FL 33137			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tah	le I - Non-I	Derivative	Secur	ities A <i>ca</i>	Person	f or Reneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)			Code (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	
Common Shares, \$.01 par value	08/14/2015			S(2)	15,000	,	\$ 24.77	26,558,448	I	See Footnote (3)	
Common Shares, \$.01 par value	08/14/2015			S(2)	46,450	D	\$ 24.95	26,511,998	I	See Footnote (3)	
Common Shares,	08/14/2015			P(2)	13,000	A	\$ 24.83	26,524,998	I	See Footnote	

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\$.01 par value								(3)
Common Shares, \$.01 par value	08/14/2015	P(2)	48,450	A	\$ 24.99	26,573,448	I	See Footnote (3)
Common Shares, \$.01 par value						71,700	D	

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

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(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	08/13/2015		P(1)	900	11/18/2014	12/15/2019	Common Stock, par value \$0.01	900
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	08/14/2015		P <u>(1)</u>	53,747	11/18/2014	12/15/2019	Common Stock, par value \$0.01	53,747
Warrants to Purchase	\$ 25.686	08/14/2015		P(1)	70	11/18/2014	12/15/2019	Common Stock, par value	70

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Common Stock, par value \$0.01							\$0.01	
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	08/14/2015	P(1)	2,079	11/18/2014	12/15/2019	Common Stock, par value \$0.01	2,079
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686	08/17/2015	P <u>(1)</u>	4,093	11/18/2014	12/15/2019	Common Stock, par value \$0.01	4,093
Warrants to Purchase Common Stock, par value \$0.01	\$ 25.686				11/18/2014	12/15/2016	Common Stock, par value \$0.01	0

Reporting Owners

Reporting Owner Name / Address	Relationships					
copyring of the reality radiation	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, 08/17/2015 Attorney-in-fact

> **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).
- The securities are held in a private fund managed indirectly by Mr. Bruce R. Berkowitz (the "Reporting Person"). The Reporting Person disclaims beneficial ownership in the private fund except to the extent of his pecuniary interest, if any, therein.
- (2) The securities sold and repurchased are held in an account managed indirectly by the Reporting Person and were transacted in pursuant to client instructions. The Reporting Person does not have any direct or indirect pecuniary interest in the managed account because the

Reporting Owners 3

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Reporting Person (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.

The securities may be deemed to be beneficially owned by the Reporting Person because he controls the sole 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.

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.